



South Bend

Redevelopment Commission

227 West Jefferson Boulevard, Room 1308, South Bend, Indiana

Agenda

Regular Meeting, October 26, 2017 9:30 a.m.

1. Roll Call

2. Approval of Minutes

A. Minutes of the Regular Meeting of Thursday, October 12, 2017

3. Approval of Claims

A. Claims Submitted October 26, 2017

4. Old Business

5. New Business

A. Public Hearing

1. Public Hearing on Resolution No. 3402, 3403, 3404, 3405, 3406, 3407, 3408, 3409, 3410, 3411 and 3412.

B. River West Development Area

1. Resolution No. 3417 (Disposition Offering Price 1036 Lincoln Way East)
2. Approval of Bid Specifications and Design Considerations (1036 Lincoln Way East)
3. Request to Advertise (1036 Lincoln Way East)
4. Chocolate Factory & Museum Sewer Extension
5. Development Agreement (GLC)

C. River East

1. Resolution No. 3418 (Rejection of Bids for 126 N. Niles)
2. Corby Street Storm Sewer Evaluation

D. Other

1. Temporary Use Agreement (Notre Dame/Gridiron)

6. Progress Reports

- A. Tax Abatement
- B. Common Council
- C. Other

7. Next Commission Meeting:

Thursday, November 9, 2017, 9:30 a.m.

8. Adjournment

NOTICE FOR HEARING AND SIGHT IMPAIRED PERSONS

Auxiliary Aid or Other Services are Available upon Request at No Charge.
Please Give Reasonable Advance Request when Possible.



South Bend

Redevelopment Commission

227 West Jefferson Boulevard, Room 1308, South Bend, Indiana

ITEM: 2A

SOUTH BEND REDEVELOPMENT COMMISSION REGULAR MEETING

October 12, 2017

9:30 a.m.

Presiding: Marcia Jones, President

227 West Jefferson Boulevard
South Bend, Indiana

The meeting was called to order at 9:33 a.m.

1. ROLL CALL

Members Present:

Marcia Jones, President
Dave Varner, Vice-President
Don Inks, Secretary
Gavin Ferlic, Commissioner
Kintae Lark, Commissioner
John Anella, Commissioner

Members Absent:

Legal Counsel:

Benjamin Dougherty, Esq.

Redevelopment Staff:

David Relos, Associate
Mary Brazinsky, Recording Secretary

Others Present:

James Mueller	DCI
Dan Buckenmeyer	DCI
Aaron Perri	Venue Parks & Arts
Lory Timmer	DCI
Austin Gammage	DCI
Tim Corcoran	DCI
Elizabeth Leonard Inks	DCI
Sue Kesin	Michiana Observer
Randy Rompola	Barnes & Thornburg
Matt Eckerle	Umbaugh
Emma Allum	Umbaugh
Anne Mannix	Neighborhood Dev. Assoc.
Marco Mariani	South Bend Heritage Foundation
Mark Seaman	Prism
Dave Matthews	401 E Colfax Ave
Jen Hockenhull	Admin & Finance
Robert L. Danner	22888 W. Edison Rd
Marty Wolfson	809 Park Avenue
Yolanda Collins	55478 Moss Road
Richard & M Collins	55478 Moss Road
Ginny Garner Kapsa	55212 Sundown Road

South Bend Redevelopment Commission
 Regular Meeting – October 12, 2017

Others Present:	Kevin Hoggard Conrad Damian Marci Reed Clifford Buck Marie Clark Sandy Clark Patti Peters Lance Peters Norma West Jerry D. Lewis Nate Levin-Asperson	125 W Marion St 718 E Broadway Resident Resident 24333 Ardmore Trail 5581N 800E New Carlisle Resident Resident 23306 Grove Ardmore 23306 Grove Ardmore Indivisible IN District 2
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2. Approval of Minutes

A. Approval of Minutes of the Regular Meeting of Thursday, September 28, 2017

Upon a motion by Commissioner Ferlic, seconded by Secretary Inks, the motion carried unanimously, the Commission approved the minutes of the regular meeting of Thursday, September 28, 2017.

3. Approval of Claims

A. Claims Submitted October 12, 2017

REDEVELOPMENT COMMISSION Redevelopment Commission Claims Oct 12, 2017 for approval	Claims submitted	Explanation of Project
<u>324 RIVER WEST DEVELOPMENT AREA</u>		
Abonmarche Consultants of Inc.	10,670.00	Lincoly Way W & Charles Martin Intersection
Abonmarche Consultants of Inc.	1,391.25	Portage Prairie Area Sewer Study
Abonmarche Consultants of Inc.	3,700.00	Western Ave & Olive St Intersection Improvement
Jones Petrie Rafinski	19,177.54	Downtown Streetscapes
IDEM	112.50	Remediation
Associated Property Counselors, Ltd.	30,705.00	4 Appraisal Reports for Assessment Yrs 08, 09, 10 & 11 Meijer's - Portage Rd
Botkin & Hall, LLP	2,783.50	Meijer - Portage / Bremen Highway
Kolata Enterprises LLC	562.50	Professional Services
US Bank	2,000.00	Paying Agent Fee
Seleg Construction Co., Inc.	680,101.56	Western Ave & Olive St. Intersection Improvement
<u>422 FUND WEST WASHINGTON DEVELOPMENT TIF</u>		
DLZ	3,800.00	South Bend Colfax Ave Two-Way
<u>429 FUND RIVER EAST DEVELOPMENT TIF</u>		
Abonmarche Consultants of Inc.	6,200.00	Seltz Park Survey
<u>430 FUND SOUTH SIDE TIF AREA #1</u>		
Kil Architecture Planning	7,532.14	Erskine Clubhouse Remodeling Assessment
Farrington Appraisals	8,000.00	4 Appraisal Reports Kohl's Ireland Assessment Yrs 08, 09, 10 & 11
McCormick Engineering, LLC	9,922.50	Bowen St. Improvements
Total	786,658.49	

Upon a motion by Commissioner Ferlic, seconded by Secretary Inks, the motion carried unanimously, the Commission approved the claims submitted on Thursday, October 12, 2017.

4. Old Business

5. New Business

President Jones noted that due to a potential scheduling conflict, it is requested to move item 6.C(b), Progress Reports Budget Hearing Schedule, to the beginning of today's agenda. Beth Leonard Inks thanked the Commissioners. Beth stated we had originally planned to have the 2018 TIF Appropriation public hearings at today's meeting, but a mix up in the publication dates has caused them to be held at the next Commission meeting on October 26th.

A. River West Development Area

1. South Shore Feasibility Study

Eric Horvath, Director of Public Works, presented the South Shore Feasibility Study. Mr. Horvath stated that this is a transformational project not only for South Bend, but for many of the connecting communities from here to Chicago. We want to make sure we cover all the due diligence items, not only in terms of time savings and safety, but the impact to our community, and plan to hire AECOM to do the analysis. We are taking a pause in the existing study to take a look at other options, including four potential new station locations as follows:

1. The site of a new tourist destination featuring South Bend Chocolate's factory, museum, and buffalo farm in an area bounded by the US 31 bypass, Business US 20, Pine and Edison Roads, with a focus on parcels closest to the southwest corner of the interchange.
2. Along the current tracks across Westmoor Street from Honeywell Aerospace, between Sheridan Street and Bendix Drive.
3. The current Amtrak station at Washington and Meade Streets.
4. In / near downtown near the Union Station Technology Center, along the existing Norfolk Southern freight tracks.

The study will look at three things: construction feasibility; rail operations impact, and economic impact, and look at land for facilities, parking, commuter access, what rail alignment would look like, dimensions, grades, land acquisitions needed both to businesses and residents; also socio economic impacts and would be high level on either existing or adjacent land.

For rail operations, it would be looking at primarily what it does for travel time to get from South Bend to Chicago, as well as service schedules and what type of ridership there would be along the route.

In terms of economic development, the study will look at transit oriented real estate development and do an analysis for potential development and redevelopment, looking for specific underutilized properties and redevelopment opportunities there might be, as well as doing a benefit cost analysis which will monetize the benefits, so we're not just focused on capital cost but also focused on long term benefits to the community.

Lastly, a high level approximation of all the impacts it would have as part of the process. It will take about 15 weeks to complete the study.

Vice-President Varner asked if they will make attempts to contact the Norfolk Southern or Grand Trunk Western see if they have interest in sharing any of the railroads as part of this project, or is that going to proceed as an assumption that can't happen.

Mr. Horvath answered that is definitely part of this. They will look at those things. Part of the decision is whether new tracks can fit within the existing right of way. Some of that determination is if the railroad company feels there is room for additional track or hold onto it for future operations for themselves. We will have to have some additional conversations whether or not that's in play.

Vice-President Varner stated that's really important because the plan was for the multi-modal station downtown years ago to receive either the South Shore or Amtrak. The plan was never allowed to come to fruition because of the railroad. Mr. Varner thinks if there is a plan we need to know up front what the cooperation will be as it will eliminate some of the possibilities.

Vice-President Varner asked if a new station would be taxable. Randy Rompola stated it would be exempt.

Commissioner Ferlic thanked Community Development and Public Works for the responsiveness to area residents on this issue.

Commissioner Anella added to look at this with the economic options in the long term, and to do this with minimal disruptions to the community.

President Jones stated this is in response to community concerns. Let's look at how this impacts everyone, which is our intent. Thank you for being interested. We love to have you here and listen to the process and understand the way it works, just understand that it is not quick. We will take our time and try to get it right.

Mr. Horvath stated that the study will take approximately 15 weeks to 4 months. The results will then be utilized to look at alternatives. They will have to look at socio economic impacts, businesses, residents, the section 4F, historic properties, cemeteries, alternative analysis and they'll use that to come up with a preferred alternative.

Upon a motion by Commissioner Ferlic, seconded by Vice-President Varner, the motion carried unanimously, the Commission approved the South Shore Feasibility Study submitted on October 12, 2017.

2. Resolution No. 3415 (Redevelopment District Park Bond)

Aaron Perri, Executive Director, Venue Parks and Arts presented Resolution No. 3415. This item was mentioned a couple of weeks ago and Mr. Perri was out speaking in New Orleans about this very initiative to the Annual Parks Association. This will be just a small part of what we're calling the most significant investment in South Bend Parks and Trails in the city's history. We are looking at investing over \$40 million dollars throughout the entire city. This aims to tackle a lot of deferred maintenance, many underserved areas, and focus on economic development, health and wellness, public safety, neighborhood improvements and ecological impacts. Today's Bond focuses on the areas of Seitz, Pulaski and Leeper Parks. This also includes connectivity like the Lincolnway corridor from Miami to Sample and the Riverwalk, which some would not even be useable in sections. We have representatives from Barnes & Thornburg and Umbaugh here if you have any questions on the bonds.

Vice-President Varner asked what dollar amount will be for Seitz Park and how much is to mitigate the changes in the Notre Dame plan.

Matt Eckerle, with Umbaugh, stated that \$5 million is earmarked for Seitz Park. The hydro project partnership with Notre Dame and the City is scheduled to start late this year, and once completed ND will contribute \$1 million towards the reconstruction of Seitz Park. Vice-President Varner asked if there will be any payments coming back into the City for the use of the Park. Mr. Eckerle stated after the project is completed there will not be.

Commissioner Anella gave thanks for all the work done on this project. He thinks the Commission helps to bring this all together. He stated that the Potawatomi Zoo attracts 250,000 people per year. He is wondering how the Zoo fits into the grand scheme of things.

Mr. Perri stated this investment, while significant, does not touch every part of South Bend. The Zoo is a very important part of the Parks system. We know that there will be additional work. We are looking at the public/private contract with the Zoo that expires in 2018 and capital expenditures. That will be next year's discussion and we've already been entertaining those conversations.

Upon a motion by Commissioner Ferlic, seconded by Secretary, Inks, the motion carried unanimously, the Commission approved Resolution No. 3415 (Redevelopment District Park Bond) submitted on October 12, 2017.

Ben Dougherty mentioned Randy Rampola made an adjustment on the interest rate in Section II A. This was not in the packet circulated in the meeting.

Upon a motion by Commissioner Ferlic, seconded by Secretary, Inks, the motion carried unanimously, the Commission approved the amendment to Resolution No. 3415 (Redevelopment District Park Bond) submitted on October 12, 2017.

3. Resolution No. 3416 (Redevelopment District Bond Additional Appropriation)

Randy Rompola presented Resolution No. 3416 (Redevelopment District Bond Additional Appropriation). What's before you is the appropriation resolution for the Parks bond. There is a requirement for a public hearing before we consider those, which appropriates the proceeds of the bonds listed for the Riverfront Parks and Trails that Aaron Perri spoke to.

Ben Dougherty stated there was no Public Hearing required for Resolution No. 3415 but there is for Resolution No. 3416.

President Jones opened the floor for Resolution No. 3416 for the public to speak.

Randy Rompola stated this is for an appropriation not to exceed \$12.2 million. The proceeds are to be used for the parks projects. This will be used for the bonds and reserves funding for the bonds and is appropriating the proceeds of \$12.2 million dollars. I will mention that if approved today, it will go before Council at an upcoming meeting for their approval.

Benjamin Dougherty stated the Commission has already voted and adopted Resolution No. 3415; that approval did not require a public hearing. We have now moved onto Resolution No. 3416 which does require a public hearing along the lines of which were stated by Mr. Rompola.

Dave Matthews stated he thinks this is fantastic, there has been a lot of downtown activity in the past year. This will not only expand parks in downtown but throughout the entire city. It is a win for all.

Vice-President Varner stated when the item comes to Council it will come in the form of a Public Hearing. The floor is now closed.

Upon a motion by Commissioner Ferlic, seconded by Secretary Inks, the motion carried unanimously, the Commission approved Resolution No. 3416 (Redevelopment District Park Bond) submitted on October 12, 2017.

4. Budget Request (Lafayette Building Repairs)

Tim Corcoran presented the budget request for the Lafayette Building repairs. We are requesting \$1.5 million for the remediation and immediate repairs of the Lafayette Building, located at 115 South Lafayette Boulevard. The building was built in 1901 with further expansion in 1903. It is an important part of the historic fabric of South Bend. Currently we are working with the County to gain ownership of the building through the tax sales process. We are expected to have ownership by the end of January 2018. Part of this funding will be for immediate repairs to get us through the winter. A lot of the renovation downtown has been through existing buildings rather than new.

Vice-President Varner asked if the money is to stabilize and sell or keep the building. Mr. Corcoran stated the funding will stabilize the building. We are in high level talks with groups but we do not own the building yet. We are looking

into what a partnership with the City would look like after ownership. Right now there is asbestos, mold remediation, roof, skylights, and exterior work that needs completed to stabilize the building. Once title is acquired and the building safe, we would partner with other private entities.

Commissioner Ferlic asked what the possible uses of the building would be. Mr. Corcoran stated there are no limits on what the building could be. We are open to suggestions. It could go from retail on the ground, to offices, micro apartments, etc. We don't think we want to limit ourselves to what it could be.

Secretary Inks asked if the repairs will take place prior to ownership. Mr. Corcoran stated that since we do not yet own the building, there are legal issues in doing repairs to the building. We can do external repairs but we cannot do anything internally. We are working with Code Enforcement and Legal to be sure things are done properly.

Commissioner Lark asked if we don't legally own it why we would put \$1.5 million into it. Mr. Corcoran stated money is being approved now so we can work on contracts for when we do own the building. We would like to stabilize the roof and skylights prior to winter.

Commissioner Lark asked if there would be some kind of benefit for local businesses that would not otherwise be able to afford such a location once it is restored. Mr. Corcoran stated the benefit to the public is keeping the historic fabric that created downtown. The second benefit would be to getting the building back into tax production and providing back to the community. This is really making sure the building is back to being used. This is the same thing we did with the LaSalle Hotel. It took a long time but we can all see now what a value it is.

Upon a motion by Commissioner Ferlic, seconded by Secretary, Inks, the motion carried unanimously, the Commission approved Budget Request (Lafayette Building Repairs) submitted on October 12, 2017.

5. Development Agreement (Historic Lincoln Way West Homes)

Lory Timmer presented the Development Agreement (Historic Lincoln Way West Homes), seeking approval of a Development Agreement (DA) between the South Bend Redevelopment Commission and South Bend Heritage Foundation, Inc. and Neighborhood Development Associates, LLC. The DA provides the project with \$1,000,000 of TIF investment to convert the Classic Boutique/Brewery building at 1636 Lincolnway West into 25 (1 and 2 bedroom) affordable apartments. The project also includes new construction 16 single-family homes on scattered nearby vacant lots currently owned by the Urban Enterprise Association (UEA), 3 which would be group homes for developmentally disabled adults via a partnership with Logan Center. The project will improve a critical area on Lincolnway West between the Airport and downtown, and will complement the West Side Main Streets plan, in particular the Wilber Street node.

The developers are seeking low income housing tax credits from the Indiana Housing and Community Development Authority (IHCDA). This is a competitive process, with the application to IHCDA due November 6, 2017, and awards announced February 22, 2018. If not awarded in that round, the project will be re-submitted to IHCDA July 30, 2018, with awards announced November 15, 2018. In addition to the tax credit equity, historic tax credits and a conventional first mortgage loan will finance the project. TIF funds are requested to close the funding gap in the project. Highlights of the DA are:

- Private investment of no less than \$11,000,000
- If the project is not awarded tax credits in either round, the DA terminates December 31, 2018
- If tax credits are awarded, project completion is required (36) months after the Effective Date of the DA
- Developer will pursue a goal of contracting no less than 8% of total private investment with MBE and/or WBE contractors
- 25 (1- & 2-BR) apartments and (16) single-family homes will be created for low-moderate income tenants

Neither developer owns the building. You do not have to own the property to apply for the tax credits but there does have to be a purchase agreement.

Benjamin Dougherty stated there are two edits to note. One is to reduce the private investment from \$12 million to \$11 million. Second is the potential scope of the project, which is Exhibit B. The developer doesn't wish to over promise in this agreement because it may need to be rezoned.

Marco Mariani, Executive Director South Bend Heritage Foundation noted this is a long standing historic property, on the National Register but also a problem property. We are trying to save this by trying to adapt and re-use it. Having these funds are critical to help this project come together, and has many moving parts. I should also highlight that this project was identified in the West Side Corridors project as the Wilbur node, and an important piece in the overall planning in Lincolnway West. It is halfway between downtown and the Airport. The other important piece is we are using blight elimination lots, if you remember the vacant and abandon initiative; here we are trying to reuse those difficult areas to stabilize those neighborhoods.

Commissioner Ferlic asked about tax credits. Anne Mannix stated you never know as it's dramatic and it's scary at the same time, and they like that. The building is very exciting. Marco Mariani stated they are applying for historic tax credits. Anne Mannix states that there is a lot of competition.

Marco Mariani noted that they are bringing this in as South Bend Regional Homes co-op model with 24 homes along Lincoln Way West; this is where they continue neighborhood engagement component where the residents will be in charge.

Secretary Inks commented that the per unit cost is a little high. How much of that is driven by the renovation of the historic structure vs the new structures. Anne Mannix stated they are about the same. You cannot cut the rehab cost. The construction costs are high now. Marco Mariani stated these are fee laden deals due to the tax credits.

Vice-President Varner stated he came up with the same numbers.

Anne Mannix states that they receive approximately \$11 million in cash. There is \$11 million in equity. There are rules per unit since they are low income for the tax credits.

President Jones noted she is a member of the South Bend Heritage Board and receives no compensation for being a member of the Board.

Upon a motion by Commissioner Ferlic, seconded by Vice-President Varner, the motion carried unanimously, the Commission approved Development Agreement (Historic Lincoln Way West Homes) submitted on October 12, 2017.

6. Budget Request (Coal Line Trail)

Tim Corcoran presented the Budget Request (Coal Line Trail). Staff is seeking approval of this proposal from Earth Exploration, Inc., in the amount of \$17,820 for geotechnical engineering services associated with ongoing design of the Coal Line Trail, a multiuse trail project expected to be completed in 2021. The specific components of the proposal are:

- Performing up to ten exploratory test borings to an average depth of 10 ft. and up to five test borings to a depth of 30 ft for the proposed retaining walls.
- Performing appropriate laboratory tests in accordance with INDOT guidelines including visual soil classification, hand penetrometer readings, moisture content, unconfined compressive strength, topsoil testing, and Atterberg limit determinations; and
- Preparing a technical report which will include a summary of the findings and recommendations for geotechnical considerations

This is necessary for INDOT requirements in order to complete the environmental reports.

Upon a motion by Secretary, Inks, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved Budget Request (Coal Line Trail) submitted on October 12, 2017.

7. Real Estate Purchase Agreement (Jones, Petrie, Rafinski)

James Mueller presented the Real Estate Purchase Agreement (JPR). This is the continuation of previous actions on the Shillings lot. Now that the renovation has been completed, JPR is looking to expand. This agreement gives them the remainder of the parking lot to their north, subject to an easement to the City for parking on the northern most row. There are also terms for the transfer to the City of the lot they own across the Lafayette. The easement for the City could be

released if there is a mixed use project fronting Lafayette.

Benjamin Dougherty noted the deed will contain language for the easement for parking purposes that is being reserved to favor the City. The document provides that JPR has a right to terminate the easement only in the event that it prevents a development along Lafayette.

Upon a motion by Commissioner Ferlic, seconded by Secretary, Inks, the motion carried unanimously, the Commission approved Real Estate Purchase Agreement (Jones, Petrie, Rafinski) submitted on October 12, 2017.

6. Progress Reports

A. Tax Abatement

1. Gavin Ferlic stated there were four tax abatements.
2. Dan Buckenmeyer added there will be a TIF amount for GLC coming to the next meeting.
3. Vice-President Varner stated in regards to TIF, we need to look aggressively at abatements in the future.
4. James Mueller stated when it is a public investment like parks, we are less concerned about return on investment because it is a public benefit. When it is a private investment we look at the whole picture, including what the return on investment is to the City. Sometimes we go a little more aggressively because the factors become game changers. If there is not some kind of “x” factor then we are looking at pure return.
5. Vice-President Varner stated we should look at a couple of these as case studies; maybe GLC and the Matthews’ project. There should be further discussion and look into something in November.

B. Common Council

C. Other

1. Mr. Relos stated for the bids received for 126 N. Niles, an internal committee will meet right after the Redevelopment Commission meeting today to look at each bid and discuss each proposal. We hope to bring back a recommendation at the next Commission meeting.

7. Next Commission Meeting:

Thursday, October 26, 2017, 9:30 a.m.

8. Adjournment

Thursday, October 12, 2017, 10:25 a.m.

ITEM: 3A

	Claims submitted	Explanation of Project
REDEVELOPMENT COMMISSION Redevelopment Commission Claims October 26, 2017 for ratified and approval		
<u>324 RIVER WEST DEVELOPMENT AREA</u>		
Ritschard Bros., Inc.	63,043.90	2017 Demolitions, Phase I, Division A & C
Gibson-Lewis, LLC	326,806.92	Fire Station #4
CBS Service, LLC	122,148.00	Berlin Pl. Electrical, Mechanical & Plumbing - Division A
Lawson-Fisher Associates	28,944.30	West Bank Improvements/Fellow St. Raised Crosswalk at Riley High
United Consulting	31,919.20	Ph I & II Coal Line Trail
Troyer Group	335.84	SRTS Harrison CI
City of South Bend	156,219.33	Reimburse Engineering for Sev Rendered Per ESA (3) Quarters
Indiana Dept. of Transportation	8,463.14	Harrison School (Safe Routes to Schools)
Hull & Associates	8,244.90	GW & Vapor Intrusion Evaluation; Former Studebaker Site
<u>429 FUND RIVER EAST DEVELOPMENT TIF</u>		
FenceScreen, Inc.	4,491.40	Banners & Printing Howard Pk Ice Rink
<u>430 FUND SOUTH SIDE TIF AREA #1</u>		
Donohue	340.00	South Wellfield, WTP & Pressure Zone Improvements
<u>436 FUND TIF NORTHEAST RESIDENTIAL</u>		
City of South Bend	186,218.00	Eddy Street Commons
Total	937,174.93	

RESOLUTION NO. 3402

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING TAX INCREMENT FINANCING REVENUES FROM
ALLOCATION AREA NO. 1 FUND FOR THE PAYMENT OF CERTAIN
OBLIGATIONS AND EXPENSES RELATED TO THE RIVER WEST
DEVELOPMENT AREA ALLOCATION AREA NO. 1**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the Department of Redevelopment of the City of South Bend, Indiana (the "City") and the City of South Bend, Indiana, Redevelopment District, exists and operates under the provisions of Indiana Code § 36-7-14, as amended (the "Act"); and

WHEREAS, on February 23, 1990, the Commission adopted Resolution No. 919 declaring the Airport Economic Development Area (the "Area") to be an economic development area within the meaning of the Act and designated the Area as the Airport Economic Development Area Allocation Area No. 1 ("Allocation Area No. 1") for purposes of tax increment financing pursuant to the Act; and

WHEREAS, Resolution No. 919 and the Airport Economic Development Area Economic Development Plan (the "Development Plan") adopted by Resolution No. 919 on February 23, 1990, were confirmed by Resolution No. 938 adopted on June 27, 1990 (collectively, the "Declaratory Resolution"); and

WHEREAS, the Declaratory Resolution created the Airport Economic Development Area Allocation Area No. 1 Fund ("Allocation Area No. 1 Fund") for the purpose of depositing into such fund tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of real property and improvements thereon located in Allocation Area No. 1 pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, the Commission, on April 16, 1993, adopted Resolution No. 1151 declaring the Sample-Ewing Development Area ("SEDA") to be an area needing redevelopment within the meaning of the Act; and

WHEREAS, Resolution No. 1151 and the Sample-Ewing Development Area Development Plan were confirmed by Resolution No. 1154 adopted on May 21, 1993; and

WHEREAS, Resolution No. 1151 created the Sample-Ewing Allocation Area (South Bend Allocation Area No. 8) (the "SEDA Allocation Area") for the purpose of depositing into an allocation area fund (the "SEDA Allocation Fund") tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of personal property and real property and improvements thereon located in the SEDA Allocation Area pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, the Declaratory Resolution was further amended by Resolution No. 2348 and Resolution No. 2351, adopted on June 19, 2007, and July 20, 2007, respectively, and said resolutions expanded the Area by adding and consolidating the SEDA into the Area (collectively referred to hereafter as the “Area”) and expanded Allocation Area No. 1 by adding and consolidating the SEDA Allocation Area into Allocation Area No. 1 (collectively referred to hereafter as “Allocation Area No. 1”); and

WHEREAS, Resolution No. 3256, adopted by the Commission on November 10, 2014, amended boundaries of the Airport Economic Development Allocation Area No. 1, and renamed the area as River West Development Area Allocation Area No. 1; and

WHEREAS, the Commission desires to pay certain expenses incurred by it or the City for local public improvements that are in or serving River West Development Area Allocation Area No. 1 from funds remaining in the Allocation Area No. 1 Fund, in accordance Indiana Code § 36–7–14–39(b)(3) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36–7–14–39(b)(3); and

WHEREAS, the expenditures incurred or anticipated to be incurred by the Commission proposed to be paid with funds from Allocation Area No. 1 Fund are described on the attached Exhibit A; and

WHEREAS, the proposed appropriations from Allocation Area No. 1 Fund are not for the operating expenses of the Commission; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission’s action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Secretary of the Commission has caused notice of said hearing on said appropriations to be published in accordance with law; and

WHEREAS, such public hearing was held at the Commission’s meeting at 9:30 a.m. on October 26, 2017, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601, at which all taxpayers and interested persons had an opportunity to appear and express their views as to such appropriations; and

WHEREAS, the Commission now desires to approve appropriations in a total amount of Twenty Seven Million Five Hundred Thousand Dollars and 00/100 (\$27,500,000.00)

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The funds from Allocation Area No. 1 Fund in the amount of Twenty Seven Million Five Hundred Thousand Dollars and 00/100 (\$27,500,000.00) are hereby appropriated for the purpose of paying the expenditures described at Exhibit A.

2. The President and/or the Secretary of the Commission are hereby authorized and directed to certify a copy of this Resolution together with such other proceedings and actions as may be necessary to the St. Joseph County Auditor for certification to the Indiana Department of Local Government Finance for the purpose of obtaining its approval of the appropriations herein made.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017, at 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Marcia I. Jones, President

Printed Name and Title

ATTEST:

Signature

Donald E. Inks, Secretary

Printed Name and Title

EXHIBIT A

RIVER WEST ECONOMIC DEVELOPMENT AREA - FUND 324
2018 BUDGET SUMMARY

	2018 <u>Appropriation</u>
Debt Service:	
Debt Service Payments	9,041,038
Total Debt Service	<u>9,041,038</u>
Projects Underway, Not Completed:	
Lafayette Building	1,200,000
Total Projects Underway, Not Completed	<u>1,200,000</u>
Other Activities:	
Engineering Department Services	197,589
Legal Fees	117,738
Community Investment Oversight	82,500
Total Other Activities	<u>397,827</u>
Development Opportunity Reserve:	<u>16,861,135</u>
Projects Planned:	
South Bend Technology Center (aka SBxG Resource Center)	
Parks Projects	
Economic Development Projects	
South East Plan Implementation	
Public Work Projects	
Code Enforcement	
Fat Daddy's	
Total Projects Planned	<u>0</u>
Total Appropriation	<u><u>27,500,000</u></u>

RESOLUTION NO. 3403

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING TAX INCREMENT FINANCING REVENUES FROM ALLOCATION
AREA FUND FOR THE PAYMENT OF CERTAIN OBLIGATIONS AND EXPENSES
RELATED TO THE WEST WASHINGTON-CHAPIN DEVELOPMENT AREA
ALLOCATION AREA**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the City of South Bend Department of Redevelopment (the "Department"), on October 23, 1987, adopted Resolution No. 818 declaring the West Washington-Chapin Development Area in the City of South Bend, Indiana (the "City") to be an area needing redevelopment within the meaning of the Redevelopment of Cities and Towns Act of 1953, as amended, which is codified at, Indiana Code § 36-7-14-1 et seq (the "Act"); and

WHEREAS, Resolution No. 818 and the West Washington-Chapin Development Area Development Plan (the "Development Plan") adopted by Resolution No. 818 on October 23, 1987 were confirmed by Resolution No. 824 adopted on December 11, 1987 (collectively, the "Declaratory Resolution"); and

WHEREAS, the Declaratory Resolution created the West Washington Allocation Area (South Bend Allocation Area No. 7) Special Fund ("Allocation Area Fund") for the purpose of depositing into such fund tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of real property and improvements thereon located in Allocation Area pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, the Commission desires to pay certain expenses incurred by it or the City for local public improvements that are in or serving Allocation Area from funds remaining in the Allocation Area Fund, in accordance Indiana Code § 36-7-14-39(b)(2) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36-7-14-39(b)(2); and

WHEREAS, the expenditures incurred or anticipated to be incurred by the Commission proposed to be paid with funds from Allocation Area Fund are described on the attached Exhibit A; and

WHEREAS, the proposed appropriations from Allocation Area Fund are not for the operating expenses of the Commission; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission's action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Secretary of the Commission has caused notice of said hearing on said appropriations to be published in accordance with law; and

WHEREAS, such public hearing was held at the Commission's meeting at 9:30 a.m. on October 26, 2016, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601, at which all taxpayers and interested persons had an opportunity to appear and express their views as to such appropriations; and

WHEREAS, the Commission now desires to approve said appropriations in a total amount of One Million Dollars (\$1,000,000.00);

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The funds from Allocation Area Fund in the amount of One Million Dollars, (\$1,000,000.00) are hereby appropriated for the purpose of paying the expenditures described at Exhibit A.

2. The President and/or the Secretary of the Commission are hereby authorized and directed to certify a copy of this Resolution together with such other proceedings and actions as may be necessary to the St. Joseph County Auditor for certification to the Indiana Department of Local Government Finance for the purpose of obtaining its approval of the appropriations herein made.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017 at 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Printed Name and Title

ATTEST:

Signature

Printed Name and Title

EXHIBIT A

WEST WASHINGTON DEVELOPMENT AREA - FUND 422
2018 BUDGET SUMMARY

	2018 <u>Appropriation</u>
Debt Service:	
Debt Service Payments	0
Total Debt Service	<u>0</u>
Projects Underway, Not Completed	
Total Projects Underway, Not Completed	<u>0</u>
Other Activities:	
Total Other Activities	<u>0</u>
Development Opportunity Reserve:	<u>1,000,000</u>
Projects Planned:	
Cemetery Improvements	
Total Projects Planned	<u>0</u>
Total Appropriation	<u><u>1,000,000</u></u>

RESOLUTION NO. 3404

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING TAX INCREMENT FINANCING REVENUES FROM
ALLOCATION AREA FUND FOR THE PAYMENT OF CERTAIN OBLIGATIONS
AND EXPENSES RELATED TO THE RIVER EAST
DEVELOPMENT AREA ALLOCATION AREA NO. 1**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the City of South Bend Department of Redevelopment (the "Department"), on November 17, 2003, adopted Resolution No. 2016 declaring the Northeast Neighborhood Development Area in the City of South Bend, Indiana (the "City") to be an area needing redevelopment within the meaning of the Redevelopment of Cities and Towns Act of 1953, as amended, which is codified at, Indiana Code § 36-7-14-1 *et seq* (the "Act"); and

WHEREAS, Resolution No. 2016 and the Northeast Neighborhood Development Area Development Plan (the "Development Plan") adopted by Resolution No. 2016 on November 17, 2003, were confirmed by Resolution No. 2021 adopted on December 19, 2003 (collectively, the "Declaratory Resolution"); and

WHEREAS, the Declaratory Resolution created the Northeast Neighborhood Allocation Area Special Fund ("Allocation Area Fund") for the purpose of depositing into such fund tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of real property and improvements thereon located in Allocation Area pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, Resolution No. 3255, adopted by the Commission on November 10, 2014, amended boundaries of the Northeast Neighborhood Development Allocation Area No. 1, and renamed the area to the River East Allocation Area No. 1; and

WHEREAS, the Commission desires to pay certain expenses incurred by it or the City for local public improvements that are in or serving River East Allocation Area No. 1 (the "Allocation Area") from funds remaining in the Allocation Area Fund, in accordance Indiana Code § 36-7-14-39(b)(3) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36-7-14-39(b)(3); and

WHEREAS, the expenditures incurred or anticipated to be incurred by the Commission proposed to be paid with funds from Allocation Area Fund are described on the attached Exhibit A; and

WHEREAS, the proposed appropriations from Allocation Area Fund are not for the operating expenses of the Commission; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission's action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Secretary of the Commission has caused notice of said hearing on said appropriations to be published in accordance with law; and

WHEREAS, such public hearing was held at the Commission's meeting at 9:30 a.m. on October 26, 2017, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601, at which all taxpayers and interested persons had an opportunity to appear and express their views as to such appropriations; and

WHEREAS, the Commission now desires to approve said additional appropriations in a total amount of Two Million Seven Hundred Fifty Thousand and 00/100 Dollars (\$2,750,000);

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The funds from Allocation Area Fund in the additional amount of Two Million Seven Hundred Fifty Thousand and 00/100 Dollars (\$2,750,000) are hereby appropriated for the purpose of paying the expenditures described at Exhibit A.

2. The President and/or the Secretary of the Commission are hereby authorized and directed to certify a copy of this Resolution together with such other proceedings and actions as may be necessary to the St. Joseph County Auditor for certification to the Indiana Department of Local Government Finance for the purpose of obtaining its approval of the appropriations herein made.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017 at 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Printed Name and Title

ATTEST

Signature

Printed Name and Title

EXHIBIT A

RIVER EAST NEIGHBORHOOD DEVELOPMENT AREA - FUND 429
2018 BUDGET SUMMARY

	2018 <u>Appropriation</u>
Debt Service:	
Debt Service Payments	0
Total Debt Service	<u>0</u>
Projects Underway, Not Completed:	
Total Projects Underway, Not Completed	<u>0</u>
Other Activities:	
Total Other Activities	<u>0</u>
Development Opportunity Reserve:	<u>2,750,000</u>
Projects Planned:	
Commerce Center	
Neighborhood Infrastructure	
Total Projects Planned	<u>0</u>
Total Appropriation	<u><u>2,750,000</u></u>

RESOLUTION NO. 3405

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING TAX INCREMENT FINANCING REVENUES FROM
ALLOCATION AREA FUND FOR THE PAYMENT OF CERTAIN OBLIGATIONS
AND EXPENSES RELATED TO THE RIVER EAST
DEVELOPMENT AREA ALLOCATION AREA NO. 2**

WHEREAS, the South Bend Redevelopment Commission (the “Commission”), the governing body of the City of South Bend Department of Redevelopment (the “Department”), on November 17, 2003, adopted Resolution No. 2016 declaring the Northeast Neighborhood Development Area in the City of South Bend, Indiana (the “City”) to be an area needing redevelopment within the meaning of the Redevelopment of Cities and Towns Act of 1953, as amended, which is codified at, Indiana Code § 36-7-14-1 *et seq* (the “Act”); and

WHEREAS, Resolution No. 2016 and the Northeast Neighborhood Development Area Development Plan (the “Development Plan”) adopted by Resolution No. 2016 on November 17, 2003, were confirmed by Resolution No. 2021 adopted on December 19, 2003 (collectively, the “Declaratory Resolution”); and

WHEREAS, the Declaratory Resolution created the Northeast Neighborhood Allocation Area Special Fund (“Allocation Area Fund”) for the purpose of depositing into such fund tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of real property and improvements thereon located in Allocation Area pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, Resolution No. 3255, adopted by the Commission on November 10, 2014, amended boundaries of the Northeast Neighborhood Development Allocation Area No. 1, and renamed the area to the River East Allocation Area No. 1; and

WHEREAS, the Commission desires to pay certain expenses incurred by it or the City for local public improvements that are in or serving River East Allocation Area No. 1 (the “Allocation Area”) from funds remaining in the Allocation Area Fund, in accordance Indiana Code § 36-7-14-39(b)(3) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36-7-14-39(b)(3); and

WHEREAS, the expenditures incurred or anticipated to be incurred by the Commission proposed to be paid with funds from Allocation Area Fund are described on the attached Exhibit A; and

WHEREAS, the proposed appropriations from Allocation Area Fund are not for the operating expenses of the Commission; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission's action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Secretary of the Commission has caused notice of said hearing on said appropriations to be published in accordance with law; and

WHEREAS, such public hearing was held at the Commission's meeting at 9:30 a.m. on October 26, 2017, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601, at which all taxpayers and interested persons had an opportunity to appear and express their views as to such appropriations; and

WHEREAS, the Commission now desires to approve appropriations in a total amount of Four Million Three Hundred Twenty Thousand and 00/100 Dollars (\$4,320,000.00);

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The funds from Allocation Area Fund in the additional amount of Four Million Three Hundred Twenty Thousand and 00/100 Dollars (\$4,320,000.00) are hereby appropriated for the purpose of paying the expenditures described at Exhibit A.

2. The President and/or the Secretary of the Commission are hereby authorized and directed to certify a copy of this Resolution together with such other proceedings and actions as may be necessary to the St. Joseph County Auditor for certification to the Indiana Department of Local Government Finance for the purpose of obtaining its approval of the appropriations herein made.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017, at 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Marcia I. Jones, President

Printed Name and Title

ATTEST

Signature

Donald E. Inks, Secretary

Printed Name and Title

EXHIBIT A

RIVER EAST RESIDENTIAL DEVELOPMENT AREA - FUND 436
2018 BUDGET SUMMARY

	2018 <u>Appropriation</u>
Debt Service:	
Debt Service Payments	4,309,272
Total Debt Service	<u>4,309,272</u>
Projects Underway, Not Completed	
Total Projects Underway, Not Completed	<u>0</u>
Other Activities:	
Total Other Activities	<u>0</u>
Development Opportunity Reserve:	<u>10,728</u>
Projects Planned:	
Total Projects Planned	<u>0</u>
Total Appropriation	<u><u>4,320,000</u></u>

RESOLUTION NO. 3406

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING TAX INCREMENT FINANCING REVENUES FROM
ALLOCATION AREA NO. 1 FUND FOR THE PAYMENT OF CERTAIN
OBLIGATIONS AND EXPENSES RELATED TO THE SOUTH SIDE DEVELOPMENT
AREA ALLOCATION AREA NO. 1**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the Department of Redevelopment of the City of South Bend, Indiana (the "City") and the City of South Bend, Indiana, Redevelopment District, exists and operates under the provisions of Indiana Code § 36-7-14, as amended (the "Act"); and

WHEREAS, on November 1, 2002, the Commission adopted Resolution No. 1914 (the "Declaratory Resolution") declaring the South Side Development Area (the "Area") to be an area needing redevelopment within the meaning of the Act and designated the Area as the South Side Development Area Allocation Area No. 1 ("Allocation Area No. 1") for purposes of tax increment financing pursuant to the Act; and

WHEREAS, on November 19, 2002, the Area Plan Commission of St. Joseph County ("Plan Commission") issued its written order approving the Declaratory Resolution by the adoption of Plan Commission Resolution 142-02, in accordance with Indiana Code § 36-7-14-16; and

WHEREAS, on November 25, 2002, the Common Council of the City approved the order of the Plan Commission through the adoption of Common Council Resolution No. 3136-02; and

WHEREAS, on December 20, 2002, the Commission held a duly noticed public hearing, in accordance with Indiana Code § 36-7-14-17 and Indiana Code § 5-3-1; and

WHEREAS, following said hearing, the Commission adopted Resolution No. 1928 confirming the Declaratory Resolution; and

WHEREAS, the Declaratory Resolution created the South Side Development Area Allocation Area No. 1 Fund ("Allocation Area No. 1 Fund") for the purpose of depositing into such fund tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of real property and improvements thereon located in Allocation Area No. 1 pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, the Commission desires to pay certain expenses incurred by it or the City for local public improvements that are in or serving Allocation Area No. 1 from funds remaining in the Allocation Area No. 1 Fund, in accordance Indiana Code § 36-7-14-39(b)(2) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36-7-14-39(b)(2); and

WHEREAS, the expenditures incurred or anticipated to be incurred by the Commission proposed to be paid with funds from Allocation Area No. 1 Fund are described on the attached Exhibit A; and

WHEREAS, the proposed appropriations from Allocation Area No. 1 Fund are not for the operating expenses of the Commission; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission's action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Secretary of the Commission has caused notice of said hearing on said appropriations to be published in accordance with law; and

WHEREAS, such public hearing was held at the Commission's meeting at 9:30 a.m. on October 26, 2017 at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601, at which all taxpayers and interested persons had an opportunity to appear and express their views as to such appropriations; and

WHEREAS, the Commission now desires to approve said appropriations in a total amount of Four Million Dollars and 00/100 (\$4,000,000.00);

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The funds from Allocation Area No. 1 Fund in the amount of Four Million Dollars and 00/100 (\$4,000,000.00) are hereby appropriated for the purpose of paying the expenditures described at Exhibit A.
2. The President and/or the Secretary of the Commission are hereby authorized and directed to certify a copy of this Resolution together with such other proceedings and actions as may be necessary to the St. Joseph County Auditor for certification to the Indiana Department of Local Government Finance for the purpose of obtaining its approval of the appropriations herein made.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017 at 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

ATTEST

Signature

Marcia I. Jones, President

Printed Name and Title

Signature

Donald E. Inks, Secretary

Printed Name and Title

EXHIBIT A

SOUTH SIDE DEVELOPMENT AREA #1 - FUND 430
2018 BUDGET SUMMARY

	2018 <u>Appropriation</u>
Debt Service:	
Debt Service Payments	0
Total Debt Service	<u>0</u>
Projects Underway, Not Completed	
Total Projects Underway, Not Completed	<u>0</u>
Other Activities:	
Total Other Activities	<u>0</u>
Development Opportunity Reserve:	<u>4,000,000</u>
Projects Planned:	
Park Projects	
Public Works Projects	
St. Joseph Street Improvements	
Total Projects Planned	<u>0</u>
Total Appropriation	<u><u>4,000,000</u></u>

RESOLUTION NO. 3407

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING TAX INCREMENT FINANCING REVENUES FROM
ALLOCATION AREA NO. 1 FUND FOR THE PAYMENT OF CERTAIN
OBLIGATIONS AND EXPENSES RELATED TO THE DOUGLAS ROAD
ECONOMIC DEVELOPMENT AREA ALLOCATION AREA NO. 1**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the Department of Redevelopment of the City of South Bend, Indiana (the "City") and the City of South Bend, Indiana, Redevelopment District, exists and operates under the provisions of Indiana Code § 36-7-14, as amended (the "Act"); and

WHEREAS, on December 2, 2005, the Commission adopted Resolution No. 2199 (the "Declaratory Resolution") declaring the Douglas Road Economic Development Area (the "Area") to be an economic development area within the meaning of the Act and designated the Area as the Douglas Road Economic Development Area Allocation Area No. 1 ("Allocation Area No. 1") for purposes of tax increment financing pursuant to the Act; and

WHEREAS, on December 20, 2005, the Area Plan Commission of St. Joseph County ("Plan Commission") issued its written order approving the Declaratory Resolution by the adoption of Plan Commission Resolution 165-05, in accordance with Indiana Code § 36-7-14-16; and

WHEREAS, on January 23, 2006, the Common Council of the City approved the order of the Plan Commission through the adoption of Common Council Resolution No. 3556-06; and

WHEREAS, on February 17, 2006, the Commission held a duly noticed public hearing, in accordance with Indiana Code § 36-7-14-17 and Indiana Code § 5-3-1; and

WHEREAS, following said hearing, the Commission adopted Resolution No. 2199 confirming the Declaratory Resolution; and

WHEREAS, the Declaratory Resolution created the Douglas Road Economic Development Area Allocation Area No. 1 Fund ("Allocation Area No. 1 Fund") for the purpose of depositing into such fund tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of real property and improvements thereon located in Allocation Area No. 1 pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, the Commission desires to pay certain expenses incurred by it or the City for local public improvements that are in or serving Allocation Area No. 1 from funds remaining in the Allocation Area No. 1 Fund, in accordance Indiana Code § 36-7-14-39(b)(2) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36-7-14-39(b)(2); and

WHEREAS, the expenditures incurred or anticipated to be incurred by the Commission proposed to be paid with funds from Allocation Area No. 1 Fund are described on the attached Exhibit A; and

WHEREAS, the proposed appropriations from Allocation Area No. 1 Fund are not for the operating expenses of the Commission; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission's action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Secretary of the Commission has caused notice of said hearing on said appropriations to be published in accordance with law; and

WHEREAS, such public hearing was held at the Commission's meeting at 9:30 a.m. on October 26, 2017, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601, at which all taxpayers and interested persons had an opportunity to appear and express their views as to such appropriations; and

WHEREAS, the Commission now desires to approve said appropriations in a total amount of One Hundred Forty Thousand Four Hundred Fifty 00/100 Dollars (\$140,450.00);

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The funds from Allocation Area No. 1 Fund in the amount of One Hundred Forty Thousand Four Hundred Fifty 00/100 Dollars (\$140,450.00) are hereby appropriated for the purpose of paying the expenditures described at Exhibit A.

2. The President and/or the Secretary of the Commission are hereby authorized and directed to certify a copy of this Resolution together with such other proceedings and actions as may be necessary to the St. Joseph County Auditor for certification to the Indiana Department of Local Government Finance for the purpose of obtaining its approval of the appropriations herein made.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017 at 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Printed Name and Title

ATTEST:

Signature

Printed Name and Title

EXHIBIT A

DOUGLAS ROAD ECONOMIC DEVELOPMENT AREA - FUND 435
2018 BUDGET SUMMARY

	2018 <u>Appropriation</u>
Debt Service:	
Debt Service Payments	0
Total Debt Service	<u>0</u>
Projects Underway, Not Completed	
Total Projects Underway, Not Completed	<u>0</u>
Other Activities:	
Total Other Activities	<u>0</u>
Development Opportunity Reserve:	<u>140,450</u>
Projects Planned:	
Right Turn Lane	
Total Projects Planned	<u>0</u>
Total Appropriation	<u><u>140,450</u></u>

RESOLUTION NO. 3408

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT
COMMISSION APPROPRIATING MONIES FROM THE
REDEVELOPMENT GENERAL FUND (FUND 433) FOR THE
PURPOSE OF PAYING FOR CERTAIN EXPENSES INCURRED BY
THE REDEVELOPMENT COMMISSION**

WHEREAS, the Redevelopment General Fund—Fund 433 (the “General Fund”) was established for the purpose of holding, among other things, certain miscellaneous revenue proceeds (the “Proceeds”) received by the South Bend Redevelopment Commission (the “Commission”) and

WHEREAS, the Commission desires to engage outside legal counsel to assist the Commission in its redevelopment efforts (the “Services”); and

WHEREAS, there are insufficient funds available or provided for in the existing budget and tax levy which may be applied to payment for the Services; and

WHEREAS, the Commission desires to pay certain expenses incurred by it out of the Proceeds; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission's action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Commission held a public hearing on the proposed appropriation on October 26, 2017 at 9:30 a.m. in the Board of Public Works Meeting Room, 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601 at which all taxpayers and interested persons had an opportunity to appear and express their views at to such appropriation, notice of which continued hearing was published in the South Bend Tribune and the Tri-County News on October 13, 2017, in accordance with Indiana Code § 6–1.1–18–5 and Indiana Code § 5–3–1–2(b);

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The Commission hereby approves the use of funds in the General Fund in an amount not to exceed Four Thousand Five Hundred and 00/100 Dollars (\$4,500.00) for purposes of paying the Services and appropriated said funds for said purpose. Such appropriation shall be in addition to all appropriations provided for in the existing budget and levy and shall continue in effect until the Services are completed and paid for.

2. The President and Secretary of the Commission shall be, and hereby are, authorized and directed to certify a copy of this Resolution, together with such other proceedings and actions as may be necessary, to the Department of Local Government Finance.

ADOPTED at a meeting of the South Bend Redevelopment Commission held on October 26, 2017 at the Board of Public Works Meeting Room, 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT

ATTEST

Marcia I. Jones, President

Printed Name and Title

Donald E. Inks, Secretary

Printed Name and Title

EXHIBIT "A"

Appropriation of miscellaneous proceeds for making payment for certain outside legal services incurred by the Redevelopment Commission in a total amount not to exceed \$4,500.00.

RESOLUTION NO. 3409

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING MONIES FOR THE PURPOSE OF DEFRAYING
THE EXPENSES OF CERTAIN LOCAL PUBLIC IMPROVEMENTS
FOR THE FISCAL YEAR BEGINNING JANUARY 1, 2018, AND ENDING DECEMBER
31, 2018, INCLUDING ALL OUTSTANDING CLAIMS AND OBLIGATIONS,
FIXING A TIME WHEN THE SAME SHALL TAKE EFFECT**

WHEREAS, the South Bend Redevelopment Commission is the lessee of certain local public improvements which, during calendar year 2018, realize revenues and incur expenses in connection with the operation and maintenance of the same; and

WHEREAS, the South Bend Redevelopment Commission has determined it is necessary to appropriate the revenues of certain public improvements in order to defray the expenses of those local public improvements.

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. For the expenses of the South Bend Central Development Area Building Operations Budget Fund 425 (which currently includes Leighton Plaza Retail Space, Leighton Plaza Courtyard and Wayne Street Garage Retail Space), for the fiscal year 2018, the sums of money, as set forth in the budget which is made a part hereof, are hereby appropriated and ordered set apart out of the funds hereinafter named, and for the purposes hereinafter specified, subject to the laws governing the same. The sums here appropriated shall be deemed to include all expenditures authorized to be made in said year, unless otherwise expressly stipulated or provided by law.

2. For the fiscal year ending December 31, 2018, the above referenced appropriations are made within the South Bend Central Development Area Building Operations Budget Fund.

3. This resolution shall be in full force and effect from and after its adoption.

Adopted at the Regular Meeting of the South Bend Redevelopment Commission held Thursday, October 26, 2017, at 9:30 a.m., 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Printed Name and Title

ATTEST:

Signature

Printed Name and Title

**Redevelopment Retail
Operations Budget
For Calendar Year 2018**

	<u>Budget</u>
Beginning Cash at 1/1 Estimate	225,366
Revenue:	
Interest	1,700
Leighton Retail Revenue	158,976
Wayne Street Retail Revenue	<u>36,338</u>
Total Revenue	197,014
Operating Expenses:	
Leighton Retail Space	116,202
Leighton Plaza	31,900
Wayne Street Retail	<u>10,064</u>
Total Operating Expense	158,166
Net Operating Income	<u>38,848</u>
Ending Cash at End of Period	264,214

RESOLUTION NO. 3410

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING TAX INCREMENT FINANCING REVENUES FROM THE
AIRPORT ECONOMIC DEVELOPMENT/URBAN ENTERPRISE ZONE
SPECIAL ZONE FUND FOR THE PAYMENT OF CERTAIN OBLIGATIONS
AND EXPENSES RELATED TO THE AIRPORT ECONOMIC DEVELOPMENT AREA
AND THE URBAN ENTERPRISE ZONE**

WHEREAS, the South Bend Redevelopment Commission (the “Commission”), the governing body of the Department of Redevelopment of the City of South Bend, Indiana (the “City”) and the City of South Bend, Indiana, Redevelopment District, exists and operates under the provisions of Indiana Code § 36-7-14, as amended (the “Act”); and

WHEREAS, on February 23, 1990, the Commission adopted Resolution No. 919 (the declaring the Airport Economic Development Area (the “Area”) to be an economic development area within the meaning of the Act and designated the Area as the Airport Economic Development Area Allocation Area No. 1 (“Allocation Area No. 1”) for purposes of tax increment financing pursuant to the Act; and

WHEREAS, Resolution No. 919 and the Airport Economic Development Area Economic Development Plan (the "Development Plan") adopted by Resolution No. 919 on February 23, 1990 were confirmed by Resolution No. 938 adopted on June 27, 1990 (collectively, the “Declaratory Resolution”); and

WHEREAS, the Declaratory Resolution created the Airport Economic Development Area Allocation Area No. 1 Fund (“Allocation Area No. 1 Fund”) for the purpose of depositing into such fund tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of real property and improvements thereon located in Allocation Area No. 1 pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, the Commission, on April 16, 1993, adopted Resolution No. 1151 declaring the Sample-Ewing Development Area (“SEDA”) to be an area needing redevelopment within the meaning of the Act; and

WHEREAS, Resolution No. 1151 and the Sample-Ewing Development Area Development Plan were confirmed by Resolution No. 1154 adopted on May 21, 1993; and

WHEREAS, Resolution No. 1151 created the Sample-Ewing Allocation Area (South Bend Allocation Area No. 8) (the “SEDA Allocation Area”) for the purpose of depositing into an allocation area fund (the “SEDA Allocation Fund”) tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of personal property and real property and improvements thereon located in the SEDA Allocation Area pursuant to Indiana Code § 36-7-14-39(b)(1) and from the proceeds from the sale or leasing of property in the Area under Indiana Code § 36-7-14-22, all in accordance with Indiana Code § 36-7-14-26; and

WHEREAS, the Declaratory Resolution was further amended by the Resolution No. 2348 and Resolution No. 2351, adopted on June 19, 2007 and July 20, 2007 respectively and said resolution expanded the Area by adding and consolidating the SEDA into the Area (collectively referred to hereafter as the “Area”) and expanded Allocation Area No. 1 by adding and consolidating the SEDA Allocation Area into Allocation Area No. 1 (collectively referred to hereafter as “Allocation Area No. 1”); and

WHEREAS, under the Declaratory Resolution, the funds and deposits of the SEDA Allocation Funds have further been consolidated and deposited with Allocation Area No. 1 Fund (collectively referred to hereafter as “Allocation Area No. 1 Fund”); and

WHEREAS, on October 27, 2003, the South Bend Common Council adopted Resolution No. 3261-03, requesting that the State Enterprise Zone Board establish the Urban Enterprise Zone (the “Zone”) as an enterprise zone within the meaning of Indiana Code § 4-4-6.1 (now Indiana Code § 5-28-15) which was approved by the State of Indiana, effective January 1, 2004, for a period of ten (10) years and expiring on December 31, 2013; and

WHEREAS, the purpose for the existence of the Zone is to: (1) Increase the number of jobs in the Zone by retention and expansion of existing businesses and attraction and development of new businesses; and (2) Improve the quality of life of zone residents, improve zone residents' employability, and fill zone jobs with zone residents; and

WHEREAS, due to an overlap in the Area and the Zone (the “Overlap Area”), the Airport Economic Development Area / Urban Enterprise Zone Special Zone Fund was established for the purpose of depositing into a special fund (the “Zone Fund”) tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of personal property and real property and improvements thereon located in the Overlap Area pursuant to Indiana Code § 36-7-14-39(g); and

WHEREAS, pursuant to Indiana Code § 36-7-14-39(g), tax increment revenues allocated to the Commission and resulting solely from the increase in the assessed value of personal property and real property and improvements thereon located in the Overlap Area have been transferred from the Allocation Area No. 1 Fund into the Zone Fund; and

WHEREAS, the Commission desires to pay certain expenses incurred by third parties for programs located in or serving the Overlap Area from funds remaining in the Zone Fund, in accordance with Indiana Code § 36-7-14-39(g) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36-7-14-39(b)(2); and

WHEREAS, the expenditures incurred or anticipated to be incurred by the Commission proposed to be paid with funds from the Zone Fund are described on the attached Exhibit A; and

WHEREAS, the proposed appropriations from the Zone Fund are not for the operating expenses of the Commission; and

WHEREAS, on September 14, 2017, the Commission adopted Resolution 3401 setting a public hearing on said appropriations, which public hearing, pursuant to the Commission's action acknowledged at its public meeting on October 12, 2017, was postponed until October 26, 2017; and

WHEREAS, the Secretary of the Commission has caused notice of said hearing on said appropriations to be published in accordance with law; and

WHEREAS, such public hearing was held at the Commission's meeting at 9:30 a.m. on October 26, 2017, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601, at which all taxpayers and interested persons had an opportunity to appear and express their views as to such appropriations; and

WHEREAS, the Commission now desires to approve said appropriations in a total amount of Fifty Thousand and 00/100 Dollars (\$50,000.00);

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The Commission hereby finds that there are insufficient funds available or provided for in the existing budget and tax levy which may be applied to such expenses and the expenditure of such amount from the Zone Fund.

2. The funds from the Zone Fund in the amount of Fifty Thousand and 00/100 Dollars (\$50,000.00) are hereby appropriated for the purpose of paying the expenditures described at Exhibit A.

3. Such appropriations shall be in addition to all the appropriations provided for in the existing budget and levy and shall continue in effect until the completion of the activities described herein. Any surplus of such proceeds shall be credited to the proper fund as provided by law.

4. The President and/or the Secretary of the Commission are hereby authorized and directed to certify a copy of this Resolution together with such other proceedings and actions as may be necessary to the St. Joseph County Auditor for certification to the Indiana Department of Local Government Finance for the purpose of obtaining its approval of the appropriations herein made.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017, at 1308 County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Printed Name and Title

ATTEST:

Signature

Printed Name and Title

EXHIBIT A

Appropriation of tax increment in the Airport Economic Development Area / the Urban Enterprise Zone Overlap Area (the "Overlap Area") for making payments to programs that are in or serve the Overlap Area from funds remaining in the Zone Fund, as may be authorized by Indiana Code § 36-7-14-39(g) and certain other expenditures incurred by the Commission in accordance with Indiana Code § 36-7-14-39(b)(2) in the Overlap Area in a total amount not to exceed Fifty Thousand and 00/100 Dollars (\$50,000.00).

RESOLUTION NO. 3411

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING AND TRANSFERRING MONIES FOR THE PURPOSE OF
FUNDING CERTAIN PROJECTS FOR THE FISCAL YEAR BEGINNING
JANUARY 1, 2018, AND ENDING DECEMBER 31, 2018
(2003 Airport Bond)**

WHEREAS, the South Bend Redevelopment Commission (the “Commission”) has caused to be issued several bonds funding the development of certain local public improvements located within the various development areas in the City of South Bend; and

WHEREAS, to provide for the repayment of such bonds, the Commission has established several Debt Service Funds and has deposited monies into those funds for the purpose of repaying those bonds; and

WHEREAS, the Debt Service Funds earn interest income over the course of the year which can be appropriated and transferred for the use of the Commission pursuant to IC 36-7-14-39, during calendar year 2018; and

WHEREAS, the Debt Service Funds also contain monies held in reserve to guarantee that payments can be made on said bonds, which, at the end of the life of the bonds are no longer required to be held in the Debt Service Fund and become available for the Commission’s use in accordance with IC 36-7-14-39; and

WHEREAS, the Commission has determined it is necessary and desirable to appropriate the interest income and other available monies of the various Debt Service Funds and to transfer those monies to the appropriate fund as specified in Exhibit A for the use of the Commission in accordance with the uses specified in IC 36-7-14-39.

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. For the expenditures of the River West TIF Revenue Fund 324, for the fiscal year 2018, the sums of money, as set forth in Exhibit A, attached hereto and made a part hereof, are hereby appropriated and ordered transferred out of the Airport 2003 Debt Reserve Fund 315 and into the River West TIF Revenue Fund 324, and for the purposes hereinafter specified, subject to the laws governing the same. The sums hereby appropriated and transferred shall be deemed to include all expenditures authorized to be made in said year, unless otherwise expressly stipulated or provided by law.

2. For the fiscal year ending December 31, 2018, the above referenced appropriations are made from the Airport 2003 Debt Reserve Fund 315.

3. The above referenced funds herein appropriated are hereby ordered transferred to the River West TIF Revenue Fund 324.

4. This resolution shall be in full force and effect from and after its adoption.

Adopted at the Regular Meeting of the South Bend Redevelopment Commission held Thursday, October 26, 2017, at 9:30 a.m., 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Printed Name and Title

ATTEST:

Signature

Printed Name and Title

EXHIBIT A

Appropriated and transferred from:

Airport 2003 Debt Reserve Fund 315	\$14,000.00
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Transferred to:

River West TIF Revenue Fund 324	\$14,000.00
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RESOLUTION NO. 3412

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
APPROPRIATING AND TRANSFERRING MONIES FOR THE PURPOSE OF
FUNDING CERTAIN PROJECTS FOR THE FISCAL YEAR BEGINNING
JANUARY 1, 2018, AND ENDING DECEMBER 31, 2018
(2003 Downtown Bond)**

WHEREAS, the South Bend Redevelopment Commission (the “Commission”) has caused to be issued several bonds funding the development of certain local public improvements located within the various development areas in the City of South Bend; and

WHEREAS, to provide for the repayment of such bonds, the Commission has established several Debt Service Funds and has deposited monies into those funds for the purpose of repaying those bonds; and

WHEREAS, the Debt Service Funds earn interest income over the course of the year which can be appropriated and transferred for the use of the Commission pursuant to IC 36-7-14-39, during calendar year 2018; and

WHEREAS, the Debt Service Funds also contain monies held in reserve to guarantee that payments can be made on said bonds, which, at the end of the life of the bonds are no longer required to be held in the Debt Service Fund and become available for the Commission’s use in accordance with IC 36-7-14-39; and

WHEREAS, the Commission has determined it is necessary and desirable to appropriate the interest income and other available monies of the various Debt Service Funds and to transfer those monies to the appropriate fund as specified in Exhibit A for the use of the Commission in accordance with the uses specified in IC 36-7-14-39.

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. For the expenditures of the River West General Account Fund 324, for the fiscal year 2018, the sums of money, as set forth in Exhibit A, attached hereto and made a part hereof, are hereby appropriated and ordered transferred out of the SBCDA 2003 Debt Reserve Fund 328 and into the River West Account Fund 324, and for the purposes hereinafter specified, subject to the laws governing the same. The sums hereby appropriated and transferred shall be deemed to include all expenditures authorized to be made in said year, unless otherwise expressly stipulated or provided by law.
2. For the fiscal year ending December 31, 2018, the above referenced appropriations are made from the SBCDA 2003 Debt Reserve Fund 328.
3. The above referenced funds herein appropriated are hereby ordered transferred to the River West General Account Fund 324.

4. This resolution shall be in full force and effect from and after its adoption.

Adopted at the Regular Meeting of the South Bend Redevelopment Commission held Thursday, October 26, 2017, at 9:30 a.m., 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601

SOUTH BEND REDEVELOPMENT
COMMISSION

Signature

Printed Name and Title

ATTEST:

Signature

Printed Name and Title

EXHIBIT A

Appropriated and transferred from:

SBCDA 2003 Debt Reserve Fund 328	\$20,000.00
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Transferred to:

River West Account Fund 324	\$20,000.00
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Department of
Community Investment

Memorandum

October 26, 2017

TO: South Bend Redevelopment Commission
FROM: David Relos, Economic Resources *DR*
SUBJECT: Resolution No. 3417
1036 Lincoln Way East Disposition Offering Price

Attached is Resolution No. 3417, which sets the disposition offering price for 1036 Lincoln Way East.

The proposed fair market value of the property, as derived by two independent appraisals, is found in "Exhibit A" in the attached resolution.

Staff requests approval of Resolution No. 3417.

INTERNAL USE ONLY: Project Code: _____
Total Amount new in budget: ___-0-_____; broken down by:
Acct # ___none_____
Going to BPW for Contracting? No Is this item ready to encumber now? No
Existing PO# _____ Inc/Dec \$ _____



RESOLUTION NO. 3417

**RESOLUTION OF THE SOUTH BEND REDEVELOPMENT
COMMISSION ESTABLISHING THE OFFERING PRICE OF
PROPERTY IN THE RIVER WEST DEVELOPMENT AREA**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the City of South Bend, Department of Redevelopment, exists and operates pursuant to I.C. 36-7-14 (the "Act"); and

WHEREAS, the Commission may dispose of real property in accordance with Section 22 of the Act; and

WHEREAS, the real property identified at Exhibit A attached hereto and incorporated herein has been appraised by two qualified, independent, professional real estate appraisers and a written and signed copy of their appraisals is contained in the Commission's files; and

WHEREAS, each such appraisal has been reviewed by a qualified Redevelopment staff person, and no corrections, revisions, or additions were requested by such reviewer.

NOW, THEREFORE, BE IT RESOLVED by the Commission, pursuant to Section 22 of the Act, that based upon such appraisals, the offering price of the property described at Exhibit A is hereby established as stated therein, which amount is not less than the average of the two appraisals, and all documentation related to such determination is contained in the Commission's files.

ADOPTED at a meeting of the South Bend Redevelopment Commission held on October 26, 2017, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

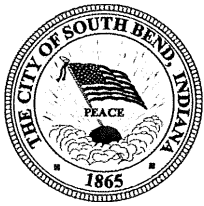
Marcia I. Jones, President

ATTEST:

Donald E. Inks, Secretary

**EXHIBIT A
TO RESOLUTION NO. 3417**

Property	Size	Minimum Offering Price	Proposed Use
1036 Lincoln Way East	<u>23,867 sf +/-</u>	<u>\$41,900</u>	<p>Commercial projects that are permitted within the Light Industrial zoning designation.</p> <p>Strong emphasis will be placed during the review process on compatibility with the goals and objectives of the River West Development Area and the surrounding businesses and neighborhood.</p>



Department of
Community Investment

Memorandum

October 26, 2017

TO: Redevelopment Commission
FROM: David Relos, Economic Resources *DR*
SUBJECT: Approval of Bid Specifications and Design Considerations
 1036 Lincoln Way East

Attached are the Bid Specifications and Design Considerations for the disposition of 1036 Lincoln Way East.

The Bid Specifications outline the uses and development requirements that will be considered for this site.

Staff requests approval of the Bid Specifications and Design Considerations for the eventual disposition of this property.

INTERNAL USE ONLY: Project Code: _____
Total Amount new in budget: ___-0-_____; broken down by:
Acct # ___ none _____
Going to BPW for Contracting? No Is this item ready to encumber now? No
Existing PO# _____ Inc/Dec \$ _____



Bid Specifications & Design Considerations

**Sale of Redevelopment Owned Property
1036 Lincoln Way East
River West Development Area**

1. All of the provisions of I.C. 36-7-14-22 will apply to the bidding process.
2. All offers must meet the minimum price listed on the Offering Sheet.
3. Proposals for redevelopment are required to be for projects that are permitted within the Light Industrial zoning designation. All proposals must conform to the existing zoning provisions as outlined in the South Bend Zoning Ordinance Title 21 of the City of South Bend Municipal Code.

Proposals for the reuse of the property must include a basic reuse plan for the site and a project timeline detailing aspects of the site redevelopment and site improvements. During the review process, emphasis will be placed on compatibility with the goals and objectives of the surrounding businesses and neighborhood and the Development Plan for the River West Development Area.

4. Bidders are prohibited from the use of the property for speculation or land-holding purposes.
5. All other provisions of the River West Development Area Development Plan must be met.



Department of
Community Investment

Memorandum

October 26, 2017

TO: South Bend Redevelopment Commission
FROM: David Relos, Economic Resources *DR*
SUBJECT: Request to Advertise
1036 Lincoln Way East Disposition

Attached is the Notice of Intended Disposition of Property (Notice) for 1036 Lincoln Way East, in the River West Development Area.

This Notice will be advertised in both the South Bend Tribune and the Tri-County News on November 3 and November 10, 2017.

Staff requests approval of this Notice and the Request to Advertise, for the eventual disposition of this property.

INTERNAL USE ONLY: Project Code: _____
Total Amount new in budget: __-0-_____; broken down by:
Acct # 408-1050-460-31.25
Going to BPW for Contracting? No Is this item ready to encumber now? No
Existing PO# _____ Inc/Dec \$ _____



Notice of Intended Disposition of Property

RIVER WEST DEVELOPMENT AREA
1036 Lincoln Way East
South Bend, Indiana

Notice is hereby given that the Redevelopment Commission of the City of South Bend, Indiana, will receive sealed offers for the purchase of certain property situated in the River West Development Area until 9:00 a.m. (local time) on the 20th day of November 2017 in the Office of the Department of Redevelopment, 1400 S. County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana, 46601. All offers will be publicly opened and read aloud at 9:30 a.m. (local time) on the 20th day of November 2017 at the Regular Meeting of the Redevelopment Commission to be held that date and time in Room 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, IN 46601, or in the event of cancellation or rescheduling, at the Redevelopment Commission's subsequent regular meeting or rescheduled regular meeting held at a time and place given by public notice. Bid proposals for the purchase of the property offered will be considered.

- The property being offered is located at 1036 Lincoln Way East, in the River West Development Area, South Bend, Indiana. Any proposal submitted must be for the entire site. The required re-use of the property is for projects that are permitted within the Light Industrial zoning designation. Strong emphasis will be placed during the review process on compatibility with the River West Development Area and the surrounding businesses and neighborhood.

A packet containing bid forms, the Offering Sheet and other pertinent information may be picked up at the Department of Community Investment, 1400 S. County-City Building, 227 West Jefferson Boulevard, South Bend, IN 46601.

The Commission reserves the right to reject any and all bids, and to make the award to the highest and best bidder. In determining the best bid, the Commission will take into consideration the following:

1. The use of the improvements proposed to be made by each bidder on the property, and their compatibility with the proposed re-use as described in the Offering Sheet
2. Each bidder's ability to improve the property with reasonable promptness
3. Each bidder's proposed purchase price
4. Any factors which will assure the Commission that the sale, if made, will further the carrying out of the Development Plan for the River West Development Area and will best serve the interest of the community from the standpoint of human and economic welfare
5. The ability of each bidder to finance the proposed improvements to the property with reasonable promptness

The Commission further reserves the right to waive any formalities in bidding which are not mandatory requirements.

A bid submitted by a trust (as defined in IC 30-4-1-1(a)) must identify each:

- (A) beneficiary of the trust; and
- (B) settlor empowered to revoke or modify the trust.

To secure the execution of the disposition agreement, the purchase of the property and the redevelopment thereof in accordance with the agreement, the bidder must submit with the proposal a faithful performance guaranty, in the sum of ten percent (10%) of the amount offered for the purchase of the property. The guaranty sum may be in the form of a certified check, a cashier's check, surety bond, letter of credit from a bank or trust company as approved by the Redevelopment Commission, or by other sufficient security, but the form, substance and terms of the performance guaranty must be approved as satisfactory by the Redevelopment Commission. The performance guaranty, if by cashier's or certified check, shall be deposited in any account of the Department of Redevelopment, City of South Bend, in a bank or trust company selected by the Redevelopment Commission.

CITY OF SOUTH BEND, INDIANA
DEPARTMENT OF COMMUNITY INVESTMENT
James Mueller, Executive Director
Publish Dates: November 3 and November 10, 2017



Department of
Public Works

Redevelopment Commission Agenda Item

DATE: October 19, 2017
FROM: Kara M. Boyles, Ph.D., P.E., City Engineer
SUBJECT: Chocolate Factory & Museum Sewer Extension

PURPOSE OF REQUEST:

In anticipation of a future development agreement with Mark Tarner in 2018, the Department of Public Works, working together with the Department of Community Investment, would like to initiate the first phase of the engineering related work.

In November, the Board of Public works will consider a contract to begin preliminary engineering design. The initial phase of work will consist of survey work to extend the City's existing sewer system to the new Chocolate Factory & Museum site located southwest of US 20 and US 31 bypass.

Funds in the amount of \$50,000 are requested from the RWDA TIF for preliminary engineering.

INTERNAL USE ONLY: Project Code: please set up
Total Amount new/change (inc/dec) in budget: _____; broken down by:
Acct # **324-1050-460-31.02** Amt: **\$50,000**; Acct # _____ Amt: _____;
Acct # _____ Amt: _____; Acct # _____ Amt: _____;
Going to BPW for Contracting? Y/N Is this item ready to encumber now? no
Existing PO# _____ Inc/Dec \$ _____





Department of
Community Investment

Redevelopment Commission Agenda Item

DATE: 10/26/2017
FROM: Daniel J. Buckenmeyer, Director of Business Development, DCI
SUBJECT: Portage Prairie TIF

PURPOSE OF REQUEST:

The GLC Spec II Building has been in discussion for over a year, but has not yet been built. This building represents an opportunity to build out a unique and necessary element of commercial real estate inventory that is not presently available in South Bend or arguably in the surrounding region.

200K+sf – 30'+ clear span ceiling heights – cross docks – flex office space – etc...

The completion of this project will be a key attractant to potential new business entrants. It is notable that one potential new entrant recently did not locate here due to a lack of inventory such as this. Staff requests the Redevelopment Commission's support in accelerating this project to benefit South Bend.

\$450K in TIF to support sewer & drainage infrastructure in the Portage Prairie Business Park. This TIF is tied to the "Spec II" Building proposed by Great Lakes Capital (GLC) on Chet Waggoner Drive – immediately adjacent to the identical and successful "Spec I" development which now houses the AM General parts distribution warehouse, bringing 125 jobs to South Bend.

As a side note, you may recall that the Spec I Development Agreement featured a "Master Lease" with a maximum potential payout of approximately \$1.6M in TIF. Because AM General moved into the Spec I facility, and Master Lease payments therefore ended early, The City of South Bend and River West TIF realized as savings of nearly \$1M.

Specifics:

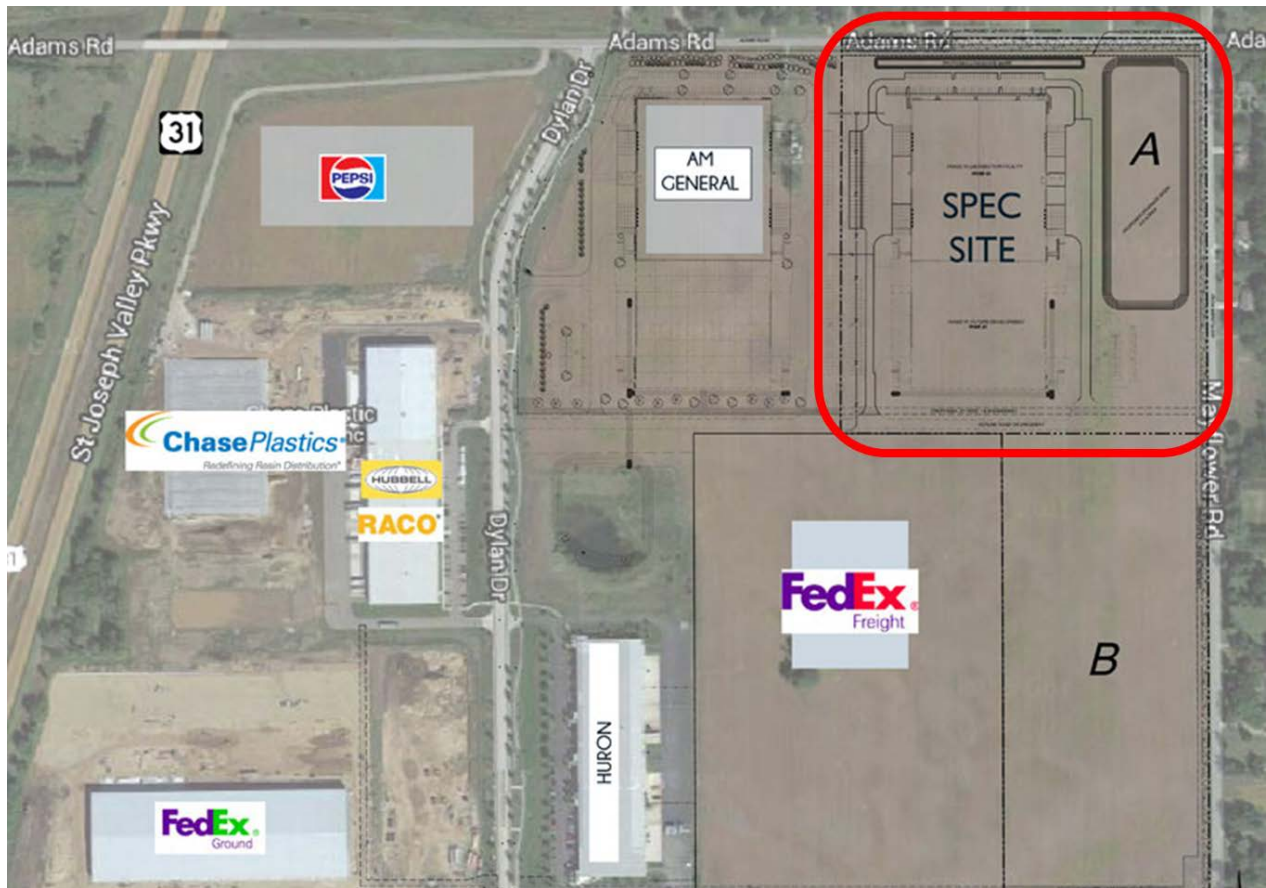
This TIF investment will offset certain development costs, including some or all of the following:

- Lift station improvements (TBD) downstream from the Portage Prairie development which includes FedEx, Pepsi, Chase Plastics, Hubbel-Raco, AM General, etc. and will soon include GLC's CTDI development (~500 new jobs) and the new Spec II Building proposed herein.
- SDC (System Development Charge) offset, as this new public works development fee was not present when discussions and agreements on this project originated last year.
- Site improvements, including the off-set of costs of a retention pond that will serve surrounding parcels, and/or asphalt and greenscape elements.

Spec II Building Site

A = Retention Pond

Lift Station to South not shown



INTERNAL USE ONLY: Project Code: _____

Total Amount new/change (inc/dec) in budget: _____; broken down by:

Acct # _____ Amt: _____; Acct # _____ Amt: _____;

Acct # _____ Amt: _____; Acct # _____ Amt: _____;

Going to BPW for Contracting? Y/N Is this item ready to encumber now? _____

Existing PO# _____ Inc/Dec \$ _____

DEVELOPMENT AGREEMENT

This Development Agreement (this “Agreement”), is effective as of October 26, 2017 (the “Effective Date”), by and between the City of South Bend, Department of Redevelopment, acting by and through its governing body, the South Bend Redevelopment Commission (the “Commission”), and GLC Portage Prairie II, LLC, an Indiana limited liability company with offices at 112 West Jefferson Blvd., Suite 200, South Bend, Indiana 46601 (the “Developer”) (each, a “Party,” and collectively, the “Parties”).

RECITALS

WHEREAS, the Commission exists and operates under the provisions of the Redevelopment of Cities and Towns Act of 1953, as amended (I.C. 36-7-14 *et seq.*, the “Act”); and

WHEREAS, the Act provides that the clearance, replanning, and redevelopment of redevelopment areas are public uses and purposes for which public money may be spent; and

WHEREAS, the Developer owns, or will acquire as a condition precedent to the Commission’s obligations under this Agreement, certain real property described in **Exhibit A**, together with all improvements thereon and all easements, rights, licenses, and other interests appurtenant thereto (collectively, the “Developer Property”); and

WHEREAS, the Developer desires to construct a new commercial building upon the Developer Property (the “Project”) in accordance with the project plan (the “Project Plan”) attached hereto as **Exhibit B**; and

WHEREAS, the Developer Property is located within the corporate boundaries of the City of South Bend, Indiana (the “City”), within the River West Development Area (the “Area”); and

WHEREAS, the Commission has adopted (and subsequently amended, from time to time) a development plan, which contemplates development of the Area consistent with the Project; and

WHEREAS, the Commission believes that accomplishing the Project as described herein is in the best interests of the health, safety, and welfare of the City and its residents; and

WHEREAS, the Commission desires to facilitate and assist the Project by undertaking the local public improvements stated in **Exhibit C** (the “Local Public Improvements”) and the financing thereof, subject to the terms and conditions of this Agreement and in accordance with the Act.

NOW, THEREFORE, in consideration of the mutual promises and obligations stated in this Agreement, the adequacy of which is hereby acknowledged, the Parties agree as follows:

SECTION 1. DEFINITIONS.

Unless otherwise defined in this Agreement, capitalized terms used in this Agreement have the following meanings:

1.1 Assessed Value. “Assessed Value” means the market value-in-use of a property, used for property tax assessment purposes as determined by the St. Joseph County Assessor.

1.2 Board of Works. “Board of Works” means the Board of Public Works of the City, a public body granted the power to award contracts for public works pursuant to I.C. 36-1-12.

1.3 Funding Amount. “Funding Amount” means an amount not to exceed Four Hundred Fifty Thousand Dollars (\$450,000.00) of tax increment finance revenues to be used for (a) paying the costs associated with the construction, equipping, inspection, and delivery of the Local Public Improvements, and (b) paying for all or a portion of the SDC in accordance with Section 5.3 below.

1.4 Private Investment. “Private Investment” means an amount no less than Eight Million Eight Hundred Thousand Dollars (\$8,800,000.00) to be expended by the Developer for the costs associated with constructing the improvements set forth in the Project Plan, including architectural, engineering, and any other costs directly related to completion of the Project that are expected to contribute to increases in the Assessed Value of the Developer Property.

SECTION 2. INTERPRETATION, TERMS, AND RECITALS.

2.1 Interpretation.

(a) The terms “herein,” “hereto,” “hereunder,” and all terms of similar import shall be deemed to refer to this Agreement as a whole rather than to any Article of, Section of, or Exhibit to this Agreement.

(b) Unless otherwise specified, references in this Agreement to (i) “Section” or “Article” shall be deemed to refer to the Section or Article of this Agreement bearing the number so specified, (ii) “Exhibit” shall be deemed to refer to the Exhibit of this Agreement bearing the letter or number so specified, and (iii) references to this “Agreement” shall mean this Agreement and any exhibits and attachments hereto.

(c) Captions used for or in Sections, Articles, and Exhibits of this Agreement are for convenience of reference only and shall not affect the construction of this Agreement.

(d) The terms “include”, “including” and “such as” shall each be construed as if followed by the phrase “without being limited to.”

2.2 Recitals. The Recitals set forth above are incorporated into and are a part of this Agreement for all purposes.

SECTION 3. ACCESS.

3.1 Grant of Easement. The Developer will grant to the Commission a temporary, non-exclusive easement on, in, over, under and across any part(s) of the Developer Property (the "Easement") in the form attached hereto as Exhibit D, to permit the Commission to fulfill its obligations under this Agreement, including the construction, equipping, inspection, and delivery of the Local Public Improvements. The Easement shall (a) inure to the benefit of the Commission and the Board of Works or any contractors acting on behalf of the Commission in connection with the construction, equipping, inspection, and delivery of the Local Public Improvements; (b) shall bind the Developer and its grantees, successors, and assigns; and (c) shall terminate no later than upon completion of the Local Public Improvements, as determined by the Board of Works.

SECTION 4. DEVELOPER'S OBLIGATIONS.

4.1 Generally. The Parties acknowledge and agree that the Commission's agreements to perform and abide by the covenants and obligations set forth in this Agreement are material consideration for the Developer's commitment to perform and abide by the covenants and obligations of the Developer contained in this Agreement.

4.2 The Project.

(a) Developer represents and warrants that on or before the date hereof, and as a condition precedent to the Commission's obligations under this Agreement, including without limitation the Commission's expenditure of any portion of the Funding Amount, the Developer has acquired fee simple ownership of the Developer Property and all other real property interests or contract rights necessary to carry out each element of the Project Plan attached hereto as Exhibit B.

(b) The Developer will perform all necessary work to complete the improvements set forth in the Project Plan attached hereto as Exhibit B and the plans and specifications to be approved by the Commission pursuant to Section 4.8 of this Agreement, which improvements shall comply with all zoning and land use laws and ordinances.

(c) The Developer will expend the Private Investment to complete the Project in accordance with the Project Plan attached hereto as Exhibit B and the plans and specifications to be approved by the Commission pursuant to Section 4.8 of this Agreement.

4.3 Cooperation. The Developer agrees to endorse and support the Commission's efforts to expedite the Local Public Improvements through any required planning, design, public bidding, construction, inspection, waiver, permitting, and related regulatory processes.

4.4 Obtain Necessary Easements. The Developer agrees to obtain any and all easements from any governmental entity and/or any other third parties that the Developer or the Commission deems necessary or advisable in order to complete the Local Public Improvements,

and the obtaining of such easements is a condition precedent to the Commission's obligations under this Agreement.

4.5 Timeframe for Completion. The Developer hereby agrees to complete the Project and any other obligations the Developer may have under this Agreement by October 25, 2019 (the "Mandatory Project Completion Date"). Notwithstanding any provision of this Agreement to the contrary, the Developer's failure to complete the Project or any other obligations the Developer may have under this Agreement by the Mandatory Project Completion Date will constitute a default under this Agreement without any requirement of notice of or an opportunity to cure such failure.

4.6 Termination. Notwithstanding anything to the contrary contained herein, the Parties agree that Developer may elect to terminate this Agreement by providing written notice of termination to Commission on or before the date that is thirty (30) days after the Developer's receipt of estimated costs from the City for required upgrades to the sanitary sewer system serving the Project, as set forth in Exhibit C hereto, in which case neither Party shall have any continuing rights or obligations hereunder after such termination and neither the Commission nor the City will have any liability for any of the Developer's costs incurred on or before the date of termination.

4.7 Reporting Obligations.

(a) Upon the letting of contracts for substantial portions of the Project and again upon substantial completion of the Project, the Developer hereby agrees to report to the Commission the number of local contractors and local laborers involved in the Project, the amount of bid awards for each contract related to the Project, and information regarding which contractor is awarded each contract with respect to the Project.

(b) On or before June 30 and December 31 of each year until substantial completion of the Project, the Developer shall submit to the Commission a report demonstrating the Developer's good-faith compliance with the terms of this Agreement. The report shall include the following information and documents: (i) a status report of the construction completed to date, (ii) an update on the project schedule, (iii) an itemized accounting generally identifying the Private Investment to date, and (iv) a status report of the number of jobs created for employment at the Developer Property.

(c) On or before April 15 of the year that is one year after substantial completion of the Project and on each April 15 thereafter until April 15 of the year which is five (5) years after substantial completion of the Project, the Developer shall submit to the Commission a report with the following information: (i) the number of jobs created as a result of the Project and wage and benefit information for the jobs created; and (ii) a detailed description of the of the job and wage details for the number of people employed by the Developer in connection with the Project.

4.8 Submission of Plans and Specifications for Project. Promptly upon completion of all plans and specifications for the exterior of the Project, or changes thereto, the Developer shall deliver a complete set thereof to the Commission. The Commission may approve or disapprove

said plans and specifications for the Project in its sole, but reasonable, discretion and may request revisions or amendments to be made to the same.

4.9 Costs and Expenses of Construction of Project. The Developer hereby agrees to pay, or cause to be paid, all costs and expenses of construction for the Project (including legal fees, architectural and engineering fees), exclusive of the Local Public Improvements, which shall be paid for by the Commission by and through the Funding Amount subject to the terms of this Agreement.

4.10 Specifications for Local Public Improvements. The Developer will be responsible for the preparation of all bid specifications related to the Local Public Improvements, and the Developer will pay all costs and expenses of such preparation, provided, however, that if the Commission pays any costs or expenses of such preparation, then the amount paid by the Commission will be deducted from the Funding Amount. The Developer will submit all bid specifications related to the Local Public Improvements to the City of South Bend Engineering Department (the "Engineering Department"). The Engineering Department may approve or disapprove said bid specifications for the Project in its sole but reasonable discretion and may request revisions or amendments to be made to the same.

4.11 Non-Interference. Developer hereby agrees to use commercially reasonable efforts to minimize disruption for those living and working near the Developer Property during construction of the Project.

4.12 Insurance. The Developer shall purchase and maintain comprehensive insurance coverage as is appropriate for the work being performed with respect to the Project. The Developer shall provide proof of such adequate insurance to the Commission and shall notify the Commission and the City of any change in or termination of such insurance. During the period of construction or provision of services regarding any Local Public Improvements, the Developer shall maintain insurance in the kinds and for at least the minimum amounts as described in Exhibit E attached hereto and the Commission and the City shall be named as additional insureds on such policies (but not on any worker's compensation policies).

4.13 Information. The Developer agrees to provide any and all due diligence items with respect to the Project reasonably requested by the Commission.

SECTION 5. COMMISSION'S OBLIGATIONS.

5.1 Generally. The Parties acknowledge and agree that the Developer's agreement to perform and abide by the covenants and obligations set forth in this Agreement is material consideration for the Commission's commitment to perform and abide by the covenants and obligations of the Commission contained in this Agreement.

5.2 Completion of Local Public Improvements.

(a) Subject to the terms and conditions stated in this Agreement, the Commission hereby agrees to complete (or cause to be completed) the Local Public Improvements described in Exhibit C attached hereto on a schedule to be reasonably determined and agreed to by the Commission and the Developer, as may be modified due

to unforeseen circumstances and delays, and with reasonable efforts to coordinate completion with completion of the Project.

(b) Before any work on the Local Public Improvements will commence, (a) the Commission will have received satisfactory plans and specifications for the Project and approved the same in accordance with Section 4.8 of this Agreement, and (b) the Engineering Department will have received satisfactory bid specifications for the Local Public Improvements and approved the same in accordance with Section 4.10 of this Agreement.

(c) The Local Public Improvements will be completed in accordance with all applicable public bidding and contracting laws and will be subject to inspection by the Engineering Department or its designee.

(d) Notwithstanding anything contained herein to the contrary, but subject to the terms of Exhibit C, in the event the sum of (i) the costs associated with the Local Public Improvements plus (ii) the total amount paid by the Commission under Section 5.3 below, is in excess of the Funding Amount, the Developer, at its sole option, may determine to pay to the Commission the amount of the excess costs to permit timely completion of the Local Public Improvements by the Commission, or an agent of the Commission, which amounts shall be applied for such purpose. If Developer chooses not to pay any such excess costs of the Local Public Improvements (above the Funding Amount), the Commission may reduce the scope of the Local Public Improvements to the amount which may be funded with the Funding Amount. In no event will the Commission be required to spend more than the Funding Amount in connection with the Local Public Improvements.

5.3 Handling of System Development Charge. Subject to any procedures deemed necessary by the Commission in coordination with the City, the Commission agrees to pay to the City, on the Developer's behalf, an amount not to exceed Fifty Thousand Dollars (\$50,000.00) (the "Payment Cap") for the system development charge(s) (the "SDC") computed and payable under South Bend Municipal Code Sections 17-79 and 17-80 (the "SDC Ordinance") in connection with the Developer's construction of the Project on the Developer Property. In the event the amount of the SDC exceeds the Payment Cap, the Developer will pay the entire amount of such excess promptly when it falls due in accordance with the SDC Ordinance. In the event the amount of the SDC is less than the Payment Cap, then the Commission will expend the difference between the amount of the SDC and the Payment Cap in completing the Local Public Improvements in accordance with the terms of this Agreement.

5.4 Cooperation. The Commission agrees to endorse and support the Developer's efforts to expedite the Project through any required planning, design, permitting, waiver, and related regulatory processes, provided, however, that the Commission will not be required to expend any money in connection therewith.

5.5 Public Announcements, Press Releases, and Marketing Materials. The Commission hereby agrees to coordinate all public announcements and press releases relating to the Project with the Developer.

SECTION 6. COOPERATION IN THE EVENT OF LEGAL CHALLENGE.

6.1 Cooperation. In the event of any administrative, legal, or equitable action or other proceeding instituted by any person not a party to this Agreement challenging the validity of any provision of this Agreement, the Parties shall cooperate in defending such action or proceeding to settlement or final judgment including all appeals. Each Party shall select its own legal counsel and retain such counsel at its own expense, and in no event shall the Commission be required to bear the fees and costs of the Developer's attorneys nor shall the Developer be required to bear the fees and costs of the Commission's attorneys. The Parties agree that if any other provision of this Agreement, or this Agreement as a whole, is invalidated, rendered null, or set aside by a court of competent jurisdiction, the Parties agree to be bound by the terms of this Section 6.1, which shall survive such invalidation, nullification, or setting aside.

SECTION 7. DEFAULT.

7.1 Default. Any failure by either Party to perform any term or provision of this Agreement, which failure continues uncured for a period of thirty (30) days following written notice of such failure from the other Party, shall constitute a default under this Agreement. Any notice given pursuant to the preceding sentence shall specify the nature of the alleged failure and, where appropriate, the manner in which said failure satisfactorily may be cured. Upon the occurrence of a default under this Agreement, the non-defaulting Party may (a) terminate this Agreement, or (b) institute legal proceedings at law or in equity (including any action to compel specific performance) seeking remedies for such default. If the default is cured within thirty (30) days after the notice described in this Section 7.1, then no default shall exist and the noticing Party shall take no further action.

7.2 Reimbursement Obligation. In the event that the Developer fails (a) to complete the Project by the Mandatory Project Completion Date, or (b) to expend the full amount of the Private Investment by the Mandatory Project Completion Date, then upon the written demand of the Commission, the Developer will repay the Commission One Hundred Fifty Percent (150%) of the portion of the Funding Amount expended by the Commission in furtherance of the Local Public Improvements as of the date of the Commission's demand.

7.3 Force Majeure. Notwithstanding anything to the contrary contained in this Agreement, none of the Parties shall be deemed to be in default where delays in performance or failures to perform are due to, and a necessary outcome of, war, insurrection, strikes or other labor disturbances, walk-outs, riots, floods, earthquakes, fires, casualties, acts of God, acts of terrorism, restrictions imposed or mandated by governmental entities, enactment of conflicting state or federal laws or regulations, new or supplemental environments regulations, contract defaults by third parties, or similar basis for excused performance which is not within the reasonable control of the Party to be excused (each, an event of "Force Majeure"). Upon the request of any of the Parties, a reasonable extension of any date or deadline set forth in this Agreement due to such cause will be granted in writing for a period necessitated by the event of Force Majeure, or longer as may be mutually agreed upon by all the Parties.

SECTION 8. NO AGENCY, JOINT VENTURE, OR PARTNERSHIP; CONFLICT OF INTEREST; INDEMNITY.

8.1 No Agency, Joint Venture or Partnership. The Parties acknowledge and agree that:

(a) The Project is a private development;

(b) None of the Commission, the Board of Works, or the Developer has any interest or responsibilities for, or due to, third parties concerning any improvements until such time, and only until such time, that the Commission, the Board of Works, and/or the Developer expressly accepts the same; and

(c) The Parties hereby renounce the existence of any form of agency relationship, joint venture or partnership between the Commission, the Board of Works, and the Developer and agree that nothing contained herein or in any document executed in connection herewith shall be construed as creating any such relationship between the Commission, the Board of Works, and the Developer.

8.2 Conflict of Interest; Commission Representatives Not Individually Liable. No member, official, or employee of the Commission or the City may have any personal interest, direct or indirect, in this Agreement, nor shall any such member, official, or employee participate in any decision relating to this Agreement which affects his or her personal interests or the interests of any corporation, partnership, or association in which he or she is, directly or indirectly, interested. No member, official, or employee of the Commission or the City shall be personally liable to the Developer, or any successor in interest, in the event of any default or breach by the Commission or for any amount which may become due to the Developer, or its successors and assigns, or on any obligations under the terms of this Agreement. No partner, member, employee, or agent of the Developer or successors of them shall be personally liable to the Commission under this Agreement.

8.3 Indemnity. The Developer agrees to indemnify, defend, and hold harmless the Commission and the City from and against any third-party claims suffered by the Commission or the City resulting from or incurred in connection with the Local Public Improvements or the Project.

SECTION 9. MISCELLANEOUS.

9.1 Severability. If any term or provision of this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining terms and provisions of this Agreement shall continue in full force and effect unless amended or modified by mutual consent of the parties.

9.2 Other Necessary Acts. Each Party shall execute and deliver to the other Parties all such other further instruments and documents as may be reasonably necessary to accomplish the Project and the Local Public Improvements contemplated by this Agreement and to provide and secure to the other Parties the full and complete enjoyment of its rights and privileges hereunder. Notwithstanding the foregoing, the Parties understand and agree that certain actions

contemplated by this Agreement may be required to be undertaken by persons, agencies, or entities that are not a party to this Agreement, including, but not limited to certain permits, consents, and/or approvals (to the extent they have not yet been obtained and completed), and that any action by such third parties shall require independent approval by the respective person, agency, entity, or governing body thereof.

9.3 Dispute Resolution; Waiver of Jury Trial. Any action to enforce the terms or conditions of this Agreement or otherwise concerning a dispute under this Agreement will be commenced in the courts of St. Joseph County, Indiana, unless the Parties mutually agree to an alternative method of dispute resolution. The Parties acknowledge that disputes arising under this Agreement are likely to be complex and they desire to streamline and minimize the cost of resolving such disputes. In any legal proceeding, each Party irrevocably waives the right to trial by jury in any action, counterclaim, dispute, or proceeding based upon, or related to, the subject matter of this Agreement. This waiver applies to all claims against all parties to such actions and proceedings. This waiver is knowingly, intentionally, and voluntarily made by both Parties.

9.4 Attorneys' Fees. In the event of any litigation, mediation, or arbitration between the Parties regarding an alleged breach of this Agreement, none of the Parties shall be entitled to any award of attorney's fees.

9.5 Equal Employment Opportunity. The Developer, for itself and its successors and assigns, agrees that during the construction of the Project:

(a) The Developer will not discriminate against any employee or applicant for employment because of race, color, religion, sex, or national origin. The Developer agrees to post in conspicuous places, available to employees and applicants for employment, notices setting forth the provisions of this nondiscrimination clause; and

(b) The Developer will state, in all solicitations or advertisements for employees placed by or on behalf of the Developer, that all qualified applicants will receive consideration for employment without regard to race, color, religion, sex, or national origin.

9.6 Counterparts. This Agreement may be executed in separate counterparts, each of which when so executed shall be an original, but all of which together shall constitute one and the same instrument. Any electronically transmitted version of a manually executed original shall be deemed a manually executed original.

9.7 Notices and Demands. Any notice, demand, or other communication required or permitted under the terms of this Agreement may be delivered (a) by hand-delivery (which will be deemed delivered at the time of receipt), (b) by registered or certified mail, return receipt requested (which will be deemed delivered three (3) days after mailing), or (c) by overnight courier service (which will be deemed delivered on the next business day) to each Party's respective addresses and representatives stated below.

Developer: GLC Portage Prairie II, LLC
112 West Jefferson Blvd., Suite 200
South Bend, Indiana 46601
Attn: Jeff Smoke

With a copy to: Barnes & Thornburg LLP
100 North Michigan St., Suite 700
South Bend, Indiana 46601
Attn: Richard J. Deahl

Commission: South Bend Redevelopment Commission
1400 S. County-City Building
227 W. Jefferson Blvd.
South Bend, IN 46601
Attn: James Mueller, Executive Director,
South Bend Department of Community Investment

With a copy to: South Bend Legal Department
1200 S. County-City Building
227 W. Jefferson Blvd.
South Bend, IN 46601
Attn: Corporation Counsel

9.8 Governing Law. This Agreement is governed by and construed in accordance with the laws of the State of Indiana.

9.9 Authority. Each undersigned person executing and delivering this Agreement on behalf of a Party represents and certifies that he or she is the duly authorized officer or representative of such Party, that he or she has been fully empowered to execute and deliver this Agreement on behalf of such Party, and that all necessary action to execute and deliver this Agreement has been taken by such Party.

9.10 No Third-Party Beneficiaries. Nothing in this Agreement, express or implied, is intended or shall be construed to confer upon any person, firm, or corporation other than the Parties hereto and their respective successors or assigns, any remedy or claim under or by reason of this Agreement or any term, covenant, or condition hereof, as third-party beneficiaries or otherwise, and all of the terms, covenants, and conditions hereof shall be for the sole and exclusive benefit of the Parties herein.

9.11 Assignment. The Developer's rights under this Agreement shall be personal to the Developer and shall not run with the land. The Developer may not assign its rights or obligations under this Agreement to any third party without obtaining the Commission's prior written consent to such assignment, which the Commission may give or withhold in its sole discretion. In the event the Developer seeks the Commission's consent to any such assignment, the Developer shall provide to the Commission all relevant information concerning the identities of the persons or entities proposed to be involved in and an explanation of the purposes for the proposed assignment(s).

9.12 Further Assurances. The Parties agree that they will each undertake in good faith, as permitted by law, any action and execute and deliver any document reasonably required to carry out the intents and purposes of this Agreement.

9.13 Exhibits. All exhibits described herein and attached hereto are incorporated into this Agreement by reference.

9.14 Entire Agreement. No representation, promise, or inducement not included in this Agreement will be binding upon the Parties hereto. This Agreement cannot be modified except by mutual agreement of the Parties set forth in a written instrument signed by the Parties' authorized representatives.

9.15 Time. Time is of the essence of this Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Parties hereby execute this Agreement to be effective as of the Effective Date stated above.

SOUTH BEND REDEVELOPMENT
COMMISSION

Marcia I. Jones, President

ATTEST:

Donald E. Inks, Secretary

GLC PORTAGE PRAIRIE II, LLC,
an Indiana limited liability company

By: _____
Name: _____
Title: _____

4000.0000016 68977552.010

EXHIBIT A

Description of Developer Property

Lot 1 of the recorded plat of Portage Prairie Minor #8, recorded on March 2, 2017, as Document No. 1704972 in the Office of the Recorder of St. Joseph County, Indiana [Parcel Key No. 025-1009-014608].

EXHIBIT B

Project Plan

The Developer will complete the following work in accordance with the terms and conditions of this Agreement and in compliance with all applicable laws and regulations:

Construction of a “spec” commercial/distribution facility designed to accommodate manufacturing and/or distribution/warehousing users. The Building will be constructed as a shell (to permit interior modifications for users) and consist of:

- Approximately 200,000-210,000 square feet with some ability for expansion on the Developer Property (which on the Project Site consisting of approximately 28.18 acres +/-);
- 30-32’ clear span ceiling heights on the interior;
- Cross-docks;
- Allocation of space for integrated and flexible office space;
- Attractive architectural entry to accommodate an interior office area;
- Dock and ground level doors to accommodate multiple uses;
- Utilities stubbed into the building to optimize tenant build-out and use; and
- Finished exterior with paving/parking and lawn buffer areas.

The Building will be designed and constructed to meet the appropriate codes and ordinances of the State of Indiana and the City of South Bend.

EXHIBIT C

Description of Local Public Improvements

The Commission will complete, or cause to be completed, certain infrastructure elements or other improvement necessary to support the redevelopment of the Developer Property all in accordance with the terms and conditions of this Agreement and in compliance with all applicable laws and regulations. The infrastructure elements or other improvements will be determined by the City's Department of Community Investment (on Commission's behalf) in coordination with Developer as soon as reasonably practicable following the Effective Date of this Agreement (taking into account Developer's construction schedule for the Project and desire to coordinate work, where possible, for greater efficiency in managing and completing local public improvements) and may include for example:

1. Completion of certain upgrades to the existing sanitary sewer lift station serving the Project and surrounding real property (the Commission/Department of Community Investment will use all good faith efforts to provide an estimate of the costs of any such upgrades on or before December 1, 2017);
2. Land-forming and installation of parts or all of retention area serving the Project and surrounding real property; and/or
3. Asphalt work (drives, curb-cuts and/or parking areas) and/or landscape/green scape with seeding.

All such work shall be carried out in accordance with applicable laws.

EXHIBIT D

Form of Easement

GRANT OF TEMPORARY EASEMENT

THIS INDENTURE, made as of the _____ day of _____, 201__ (the “Effective Date”), by and between _____, an Indiana _____ with offices at _____ (the “Grantor”), and the South Bend Redevelopment Commission, governing body of the City of South Bend Department of Redevelopment, 1400 S. County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601 (the “Grantee”).

WITNESSETH:

For the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which Grantor hereby acknowledges, Grantor hereby grants, conveys, and warrants to Grantee a temporary, non-exclusive easement (the “Easement”) on, in, over, under and across the real property described in attached Exhibit 1 (the “Property”) for the construction, equipping, and delivery of certain improvements on the Property (the “Local Public Improvements”), together with the right of ingress to and egress from the Easement for said purposes, all pursuant to a certain Development Agreement by and between Grantor and Grantee, dated _____, 201__ (the “Development Agreement”). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Development Agreement.

The Easement granted herein shall pertain to the air, surface, and subsurface rights and interests of Grantor, for the use and benefit of Grantee, and its successors and assigns, to the extent necessary to accomplish and carry out the construction, equipping, and delivery of the Local Improvements on the Property. The Easement hereby granted includes the right and privilege for Grantee at reasonable times to clean and remove from said Easement any debris or obstructions interfering with said Easement.

The Easement granted herein, and its associated benefits and obligations, shall inure to the benefit of Grantee and Grantee’s contractors acting on Grantee’s behalf in connection with the Local Public Improvements.

Notwithstanding anything contained herein to the contrary, unless extended in writing by Grantor, the Easement shall terminate and be of no further force and effect on the date (hereinafter, the “Construction Termination Date”) of the earliest of the following: (a) completion of the Local Public Improvements; (b) expiration or earlier termination of the Development Agreement; or (c) such earlier date as Grantor and Grantee may agree to in writing.

IN WITNESS WHEREOF, Grantor has executed this Grant of Temporary Easement on the date shown in the acknowledgment set forth below to be effective as of the Effective Date.

GRANTOR:

_____, an Indiana _____

Printed: _____

Its: _____

STATE OF INDIANA)
) SS:
COUNTY OF ST. JOSEPH)

Before me, the undersigned, a Notary Public in and for said State, personally appeared _____, to me known to be the _____ of the Grantor in the above Grant of Temporary Easement, and acknowledged the execution of the same as the Grantor's free and voluntary act and deed.

WITNESS my hand and Notarial Seal this _____ day of _____, 201__.

_____, Notary Public
Residing in _____ County, IN

My Commission Expires: _____

This instrument was prepared by _____.

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. _____.

EXHIBIT 1

Description of Property

EXHIBIT E

Minimum Insurance Amounts

- | | | | |
|----|------------------------------------|----------------------|--|
| A. | Worker's Compensation | | |
| | 1. | State | Statutory |
| | 2. | Applicable Federal | Statutory |
| | 3. | Employer's Liability | \$100,000.00 |
| | | | |
| B. | Comprehensive General Liability | | |
| | 1. | Bodily Injury | |
| | | a. \$5,000,000.00 | Each Occurrence |
| | | b. \$5,000,000.00 | Annual Aggregate Products
and Completed Operation |
| | 2. | Property Damage | |
| | | a. \$5,000,000.00 | Each Occurrence |
| | | b. \$5,000,000.00 | Annual Aggregate |
| | | | |
| C. | Comprehensive Automobile Liability | | |
| | 1. | Bodily Injury | |
| | | a. \$500,000.00 | Each Person |
| | | b. \$500,000.00 | Each Accident |
| | 2. | Property Damage | |
| | | a. \$500,000.00 | Each Occurrence |

RESOLUTION NO. 3418

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
REJECTING ALL BIDS FOR PROPERTY IN THE RIVER EAST DEVELOPMENT
AREA**

WHEREAS, the South Bend Redevelopment Commission (the “Commission”) exists and operates pursuant to I.C. 36-7-14 (as amended, the “Act”); and

WHEREAS, pursuant to its powers under the Act, the Commission adopted its Resolution No. 3399 dated August 24, 2017, establishing a minimum offering price of Sixty-Four Thousand Four Hundred Dollars (\$64,400.00) for the purchase by an interested party of certain real property located in the River East Development Area (the “Property”) and gave public notice of its desire to receive sealed bids for the Property until 9:00 a.m. on September 28, 2017 (the “Bidding Deadline”); and

WHEREAS, the Commission received four (4) bids (each a “Bid,” and collectively the “Bids”) for the Property before the Bidding Deadline, and each of the Bids was opened and read aloud during the Commission’s public meeting commencing at 9:30 a.m. on September 28, 2017; and

WHEREAS, pursuant to Section 22(f) of the Act, the Commission may reject any Bid for the Property upon consideration of (1) the size and character of the improvements proposed to be made by the bidder on the Property, (2) the bidder’s plans and ability to improve the Property with reasonable promptness, (3) whether the Property when improved will be sold or rented, (4) the bidder’s proposed sale or rental prices, (5) the bidder’s compliance with Section 22(d)(3) of the Act, in the event the bidder is a trust, and (6) any factors that will assure the Commission that the sale or lease, if made, will further the execution of the redevelopment plan for the River East Development Area and best serve the interest of the community, from the standpoint of both human and economic welfare; and

WHEREAS, upon the recommendation of the City of South Bend’s Department of Community Investment and the Commission’s examination of the Bids, the Commission desires to reject all of the Bids, as set forth herein; and

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The Commission hereby rejects each Bid due to its failure to assure the Commission that a sale of the Property to any of the bidders will adequately further the redevelopment of the River East Development Area and best serve the interest of the community, from the standpoint of both human and economic welfare, in addition to the following reasons for each respective Bid:

- a. The Bid submitted by John Bickel, in the amount of Sixty-Four Thousand Four Hundred Dollars (\$64,400.00), fails to propose improvements to the Property of a size and character desirable to the Commission;
- b. The Bid submitted by Greater Lowell Holdings LLC, in the amount of Seventy-Two Thousand Dollars (\$72,000.00), fails to demonstrate the bidder's plans and ability to improve the Property with reasonable promptness;
- c. The Bid submitted by Hannah Maria LLC, in the amount of Eighty Thousand Dollars (\$80,000.00), fails to propose improvements to the Property of a size and character desirable to the Commission; and
- d. The Bid submitted by Matthews 126 N Niles LLC, in the amount of Eighty Thousand One Dollars (\$80,001.00), fails to demonstrate the bidder's plans and ability to improve the Property with reasonable promptness.

2. In addition to the foregoing, the Commission finds that rejecting the Bids and preserving ownership of the Property will more effectively facilitate and accommodate construction activities in and around Howard Park and Seitz Park commencing in calendar year 2018, as the specific plans and timing of such activities continue to be developed.

3. This Resolution will be in full force and effect upon its adoption by the Commission.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on October 26, 2017, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Marcia I. Jones, President

ATTEST:

Donald E. Inks, Secretary

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Department of
Public Works

Redevelopment Commission Agenda Item

DATE: October 19, 2017
FROM: Kara M. Boyles, Ph.D., P.E., City Engineer
SUBJECT: Corby Street Storm Sewer Evaluation

PURPOSE OF REQUEST:

The Corby Street Storm Sewer Evaluation will evaluate the existing storm sewer capacity and its ability to receive runoff from future developed properties such as Eddy Street Phase II, as well as other adjacent future developments. The evaluation will also include potential sewer separation opportunities to alleviate the existing combined sewers and route storm water to the existing storm sewer.

The Eddy Street Phase II Development is planning to connect the Eddy Street ROW storm-water runoff to the Corby storm sewer in the Spring/Summer 2018, which necessitates the urgency to perform this study as soon as possible.

At the first meeting in November, Engineering will request that the Board of Public works approve a contract to begin this evaluation with Lawson Fisher Associates. The estimated fee for this work is \$45,000 which includes the study portion and flow monitoring to provide sufficient data for analysis.

INTERNAL USE ONLY: Project Code: please set up
Total Amount new/change (inc/dec) in budget: _____; broken down by:
Acct # 429-1050-460-31.02 Amt: \$42,000 ; Acct # _____ Amt: _____;
Acct # _____ Amt: _____; Acct # _____ Amt: _____;
Going to BPW for Contracting? /N Is this item ready to encumber now? no
Existing PO# _____ Inc/Dec \$ _____



**LICENSE AGREEMENT
FOR TEMPORARY USE OF REDEVELOPMENT COMMISSION PROPERTY**

This License Agreement (this “Agreement”) is made on October 26, 2017 (the “Effective Date”), by and between the South Bend Redevelopment Commission, governing body of the City of South Bend Department of Redevelopment (the “Commission”), and University of Notre Dame Du Lac, Inc., an Indiana non-profit corporation with a registered office address of 203 Main Bldg., Notre Dame, IN 46556 (the “Company”) (each a “Party,” and collectively, the “Parties”).

RECITALS

WHEREAS, the Commission owns certain real property and improvements located within the River West Development Area of the City of South Bend, Indiana (the “City”), as more particularly described in **Exhibit A** attached hereto (the “Property”); and

WHEREAS, Southhold, LLC (“Southhold”) retains or will acquire certain rights of access to the Property, including rights pursuant to the Temporary Access Agreement between Southhold and the Commission dated July 16, 2015, and any subsequent agreement between Southhold and the Commission; and

WHEREAS, the Company desires temporary access to the Property for the purpose of conducting various events throughout the year (each an “Activity” and collectively the “Activities”), as described in the proposal attached hereto as **Exhibit B** (the “Activity Proposal”); and

WHEREAS, the Commission is willing to permit the Company to gain access to and temporarily use the Property for the Activities, subject to the terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. The Commission grants to the Company, its agents, employees, and invitees, a temporary, non-exclusive license to enter and use the Property for the purpose of conducting the Activities, provided that the Company’s use of the Property is reasonable at all times and comports with the terms of the Activity Proposal, the terms of this Agreement, and all applicable laws. The Company understands that the Property is comprised of the area commonly known as the Gridiron alone, and this Agreement does not permit the Company to use the alleys, parking lots, or sidewalks adjacent to the Property.

2. The Company’s license to use the Property for the Activities shall be effective for the times stated in the Activity Proposal, provided, however, that the Commission or the Commission’s authorized representative may revoke and terminate the license at any time for any reason, as determined in its, his, or her sole discretion. The Company agrees that it will not store any supplies, materials, goods, or personal property of any kind on the Property or otherwise use the Property for any purposes except during the time of the license stated in the foregoing sentence.

Immediately upon the completion of each Activity, the Company will remove from the Property all supplies, materials, goods, and personal property (including trash) used in connection with the Activity. At all times during the period of the Activities, the Company will keep the Property in good order and condition.

3. The Company understands and agrees that the Commission shall not be liable for any loss, damage, destruction, or theft of the Company's property or any bodily harm or injury that may result from the Company's use of the Property. The Company understands and agrees that it will at all times be solely responsible for the safety and security of all persons on the Property and any property the Company uses or stores on the Property in connection with the Activities.

4. The Company shall not, without the prior written consent of the Commission, cause or permit, knowingly or unknowingly, any hazardous material to be brought or remain upon, kept, used, discharged, leaked, or emitted at the Property.

5. The Company understands and agrees that it will secure in its own name and at its own expense all necessary permits and authorizations needed in order to conduct the Activities.

6. The Company understands and agrees that it will, at its own expense, observe and comply with all applicable statutes, laws, ordinances, requirements, orders, rules, and regulations of all governmental authorities in relation to the Activities conducted on the Property.

7. The Commission reserves the right to use the Property during the term of this Agreement for any purpose that does not substantially interfere with or obstruct the Company's permitted use of the Property in accordance with the Activity Proposal and the other terms of this Agreement.

8. To the extent that any portion of the Property is disturbed or damaged in connection with the Company's use of the Property, the Company, at the Company's sole expense, shall restore the Property to the condition that existed immediately prior to such disturbance or damage to the satisfaction of the Commission.

9. The Company agrees and undertakes to indemnify and hold the City and the Commission, and their respective agents, employees, successors, assigns, and licensees harmless from any liability, loss, costs, damages or expenses, including attorneys' fees, which the City or the Commission may suffer or incur as a result of any claims or actions which may be brought by any person or entity arising out of the approval granted herein by the Commission or the Company's use of the Property. If any action is brought against the City or the Commission, or their respective agents, employees, successors, or assigns, in connection with the Activities, the Company agrees to defend such action or proceedings at its own expense and to pay any judgment rendered therein.

10. The Company, at the Company's sole expense, shall maintain during the term of this Agreement commercial general liability insurance covering the Company and the Activities in an amount not less than Five Million Dollars (\$5,000,000.00) per occurrence. The Company agrees to include the Commission and the City as additional insureds on any such policy and

produce to the Commission a certificate of insurance evidencing the same. To the extent that the Commission or the City is harmed as a result of the Company's use of the Property, the Company hereby grants the Commission first priority on any proceeds received from the Company's insurance. Notwithstanding anything in this Agreement to the contrary, neither the Commission nor the City waive any governmental immunity or liability limitations available to them under Indiana law.

11. Each undersigned person signing on behalf of his/her respective Party certifies that he/she is duly authorized to bind his/her respective Party to the terms of this Agreement.

IN WITNESS WHEREOF, the Parties have each executed this Agreement to be effective as of the Effective Date stated above.

**SOUTH BEND REDEVELOPMENT
COMMISSION**

By: _____
Marcia I. Jones, President
South Bend Redevelopment Commission

ATTEST:

Donald E. Inks, Secretary
South Bend Redevelopment Commission

NOTRE DAME DU LAC, INC.

By: _____
Printed: Jason Michelsen
Its: _____

CONSENT OF SOUTHHOLD, LLC

Southhold, LLC hereby consents to the foregoing License Agreement between the South Bend Redevelopment Commission and Downtown South Bend, Inc.

**SOUTHHOLD, LLC,
an Indiana limited liability company**

By: _____
Printed: _____
Its: _____
Date: _____

EXHIBIT A

Description of Property

The portion of the following property commonly known as the Gridiron:

Lot 1 of the recorded plat of Hall of Fame Second Minor Subdivision, recorded on July 22, 2015, as Document No. 1518735, in the Office of the Recorder of St. Joseph County, Indiana. [Parcel Key No. 018-3091-347405]

EXHIBIT B

Activity Proposal

1. Saturday, October 28th 10:00 am to 11:00 am
2. Saturday, November 4th 10:00 am to 11:00 am
3. Saturday, November 18th 10:00 am to 11:00 am



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
9-6-17

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE OF A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Aon Risk Services Central, Inc. Chicago IL Office 200 East Randolph Chicago, IL 60601 USA	CONTACT NAME:		
	PHONE (A/C, No. Ext): (866) 283-7122	PHONE (A/C, No.): (800) 365 -0105	
E-MAIL ADDRESS:			
PRODUCER CUSTOMER ID#: 570000001899			
INSURED University of Notre Dame Risk Management & Safety 636 Grace Hall Notre Dame, IN 46556-5612	INSURERS AFFORDING COVERAGE		NAIC #
	INSURER A: Notre Dame General Liability Trust	N/A	
	INSURER B: United Educators Ins, a Reciprocal RRG	10020	
	INSURER C:		
	INSURER D:		
	INSURER E:		
INSURER F:			

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. Limits shown are as requested

INSR LTR	TYPE OF INSURANCE	ADD'L INSRD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YY)	POLICY EXP (MM/DD/YY)	LIMITS	
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> LIQUOR LIABILITY <input checked="" type="checkbox"/> CONTRACTUAL LIABILITY GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC			021917-30	7/1/2017	7/1/2018	EACH OCCURRENCE	\$1,000,000
							DAMAGE TO RENTED PREMISES (Ea occurrence)	\$1,000,000
							MED EXP (Any one person)	N/A
							PERSONAL & ADV INJURY	\$1,000,000
							GENERAL AGGREGATE	\$1,000,000
							PRODUCTS - COMP/OP AGG	\$1,000,000
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTO <input type="checkbox"/> _____ <input type="checkbox"/> _____						COMBINED SINGLE LIMIT (Ea accident)	
							BODILY INJURY (Per person)	
							BODILY INJURY (Per accident)	
							PROPERTY DAMAGE (Per accident)	
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> DEDUCTIBLE <input type="checkbox"/> RETENTION			H22-78Y	7/1/2017	7/1/2018	EACH OCCURRENCE	\$10,000,000
							AGGREGATE	\$10,000,000
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y/N ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> If yes, describe under DESCRIPTION OF OPERATIONS below						<input type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTH - ER	
							E.L. EACH ACCIDENT	
							E.L. DISEASE-EA EMPLOYEE	
							E.L. DISEASE-POLICY LIMIT	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

The South Bend Redevelopment Commission and the City of South Bend are included as additional insured with respect to the use of facilities on September 2, 2017 and September 30, 2017.

CERTIFICATE HOLDER City of South Bend South Bend, IN	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE